

December 09, 2024

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 - 400 051

Security Code - 539978

Symbol - QUESS

Subject: Disclosure of Voting Results and the Scrutinizer's Report of the Equity Shareholders and Unsecured Creditors Meeting

Dear Sir/Madam,

In continuation to our letter dated December 09, 2024, wherein the Company had submitted the Summary of proceedings of the meeting of the Equity Shareholders and Unsecured Creditors of the Company convened pursuant to the directions of Hon'ble NCLT Order dated October 22, 2024 on Monday, December 09, 2024.

This is to inform you that the resolution mentioned in the Notice of Equity Shareholders and Unsecured Creditors dated November 05, 2024, have been passed by the Equity Shareholders and Unsecured Creditors with requisite majority at their respective meetings today.

In this regard, please find enclosed the following:

1. Voting results of the e-voting (remote e-voting and voting during the meeting) as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the prescribed format - Refer "**Annexure A**".
2. The Scrutinizer's Report dated December 09, 2024 for the meeting of the Equity Shareholders, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - Refer "**Annexure B**".
3. The Scrutinizer's Report dated December 09, 2024 for the meeting of the Unsecured Creditors, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - Refer "**Annexure C**".

The above are being uploaded on the Company's website www.quesscorp.com.

This is for your information and 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 NCLT Convened Meeting:	December 09, 2024
Total number of shareholders as on record date (i.e., December 02, 2024 - cut-off date for voting purpose):	99,413
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:	3 55

Agenda-wise Disclosure

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

Resolution Required : (Ordinary/Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
1. - Approval of the Composite Scheme of Arrangement between Quess Corp Limited and Digitide Solutions Limited and Bluspring Enterprises Limited and their respective shareholders under Sections 230-232 of the Companies Act, 2013 and rules made thereunder:								
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	84109774	8,41,09,774	100.00	8,41,09,774	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		8,41,09,774	100.00	8,41,09,774	0	100.00	0.00
Public Institutions	E-Voting	39115459	2,36,78,077	60.53	2,36,39,416	38,661	99.84	0.16
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		2,36,78,077	60.53	2,36,39,416	38,661	99.84	0.16
Public Non Institutions	E-Voting	25400445	71,69,277	28.22	71,69,272	5	99.99	0.01
	Poll		3,219	0.01	3,219	0	100.00	0.00
	Postal Ballot (If Applicable)		0	0.00	0	0	0.00	0.00
	Total		71,72,496	28.23	71,72,491	5	99.99	0.01
Total		14,86,25,678	11,49,60,347	77.35	11,49,21,681	38,666	99.96	0.03

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

K. DUSHYANTHA KUMAR
B.Com., L.L.B., F.C.S

K. DUSHYANTHA & ASSOCIATES
COMPANY SECRETARIES



COMPANY SECRETARY
CP 6003 FCS 6662

No.1 Ashoka Pillar, 5th Floor
3rd Cross Jayanagar I Block
Bangalore, Karnataka- 560011

OFFICE: 080-26560400 MOBILE: 9900003149

E-mail: dushyanthak@gmail.com

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Hon'ble National Company Law Tribunal convened Meeting of Equity Shareholders [Pursuant to Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrations) Rules 2014 as amended]

To,

Ms. Krishna Anmol Singh

Chairperson appointed by the Hon'ble National Company Law Tribunal,

Bengaluru Bench at Bengaluru for the meeting of

Equity Shareholders of Qess Corp Limited

Sub: Scrutinizer's Report on the Hon'ble National Company Law Tribunal convened meeting of Equity shareholders of Qess Corp Limited ("Demerged Company") convened on 9th December, 2024 at 10:30 A.M. through Video Conference ("VC") or Other Audio Visual Means ("OAVM")

Dear Sir,

I, **K. Dushyantha Kumar**, Company Secretary in Practice, has been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT"), vide its Order dated **22.10.2024**, ("**the Scrutinizer**") for the purpose of scrutinizing the remote e-voting process as well as electronic voting process provided at the Court Convened Equity Shareholders meeting of Demerged Company held on 9th December, 2024 at 10:30 A.M ("**Meeting**") through VC/OAVM, in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 pursuant to the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated 28 December 2022 and General Circular No. 09/2023 dated 25 September, 2023 and General Circular No. 09/2024 dated 19 September, 2024 issued by the Ministry of Corporate Affairs (MCA) and circular no. SEBI /HO/CFD/CMD1 /CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and 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, Circular No. SEBI/HO/CFD/CFD-

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PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities Exchange Board of India (SEBI) (collectively referred to as “Circulars”), for seeking approval of the Equity shareholders to the Composite Scheme of Arrangement of Quess Corp Limited (Demerged Company) and Digitide Solutions Limited (Resulting Company No.1) and Bluspring Enterprises Limited (Resulting Company No.2) (‘Composite Scheme’).

The Management of the Demerged Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Master Circular dated June 20, 2023 and NCLT order relating to remote e-voting and e-voting at the Meeting held through VC/OAVM and for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting process and electronic voting at the Meeting, are conducted in a fair and transparent manner and prepare a consolidated Scrutinizer’s Report of the total votes cast “in favour” or “against”, if any, to the Chairperson on the resolution, based on the reports generated from the “remote e-voting” and “e-voting” system provided at the Meeting.

I hereby submit my report as under:

1. That notice of meeting of Equity Shareholders of Quess Corp Limited dated 5th November, 2024 was sent on 7th November, 2024 along with necessary documents to all Equity Shareholders whose e-mail addresses are registered with the Demerged Company/Depository Participant(s) and via courier to those Equity Shareholders whose e-mail ids are not registered with the Demerged Company.
2. The e-voting was kept open from 9:00 a.m. (IST) on Thursday, 5th December, 2024 to 5:00 p.m. (IST) on Sunday, 8th December, 2024.
3. The Demerged Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing facility of remote e-voting prior to the Meeting and e-voting during the meeting through VC/OAVM.
4. The members holding shares as on the “cut off” date i.e. 2nd December, 2024 (“Cut-off Date”) were entitled to vote on the resolution set out in the notice of the Meeting. The voting rights of equity shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Demerged Company as on the cut-off date.
5. 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 Meeting. However, Body Corporates were entitled to appoint authorized representatives to attend the Meeting through VC/OAVM and participate thereat and cast their votes through e-voting.



6. Shareholders/Members, who were present at the Meeting 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 Meeting were not eligible to vote again during the meeting.
7. A copy of this Notice and the accompanying documents will be hosted on the website of the Demerged Company at www.quesscorp.com and will also be available on the website of BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) at www.bseindia.com and www.nseindia.com, respectively and also on the website of CDSL at evoting@cdslindia.com.
8. In pursuance to the NCLT Order, the Authorized representative of the Demerged Company had published the newspaper advertisements in English newspaper “*Financial Express*” and Kannada newspaper “*Hosa Digantha*” on 08.11.2024, both having wide circulation in the state of Karnataka about the convening of the meeting of the Equity Shareholders of the Demerged Company.
9. Required quorum of the meeting of the Equity shareholders as per Section 103 of the Companies Act, 2013 was present.
10. The resolution as set out in the Notice calling the meeting of Equity Shareholders (Resolution) is reproduced below:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended or re-enacted from time to time (“Act”), the master circular bearing no. SEBI/HO/CFD/POD-2/PCIR/2023/93 ‘Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957’ dated June 20, 2023, as amended from time to time or any other circulars issued by the Securities and Exchange Board of India (“SEBI”) prescribing the compliance requirements for schemes of arrangement involving listed companies, in each case, as amended from time to time, (collectively, the “SEBI Scheme Circular”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Section 2(19AA) and other relevant provisions of the Income-tax Act, 1961, and relevant provisions of the Memorandum of Association and Articles of Association of the Company, read with the observation letters issued by the BSE Limited and National Stock Exchange of India Limited on July 31, 2024 and August 01, 2024 respectively and subject to sanction by the Hon’ble National Company Law Tribunal, Bengaluru Bench (“NCLT”) 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 Hon’ble Tribunal or other appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), composite scheme of arrangement between the Quess Corp Limited (“Demerged Company”), Digitide Solutions Limited (“Resulting Company 1”) and



Bluspring Enterprises Limited (“**Resulting Company 2**”, and together with Resulting Company 1, the “**Resulting Companies**” and the Resulting Companies, together with the Demerged Company shall be referred to as the “**Companies**”) and their respective shareholders and creditors (“**Scheme**”) as enclosed with the notice of the NCLT convened meeting of the equity shareholders, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to make any modification(s) or amendment(s) to the Scheme at any time and for any reason whatsoever, and to accept such modification(s), amendment(s), limitation(s) and/or condition(s), if any, which may be required and / or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any question(s) or doubt(s) or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the equity shareholders and the equity shareholders shall be deemed to have given their approval thereto expressly by authority under this resolution.”

11. The votes were unblocked by me on 09 December, 2024 at around 11:00 AM.
12. Thereafter the details containing, *interalia*, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website www.evotingindia.com.
13. The result of the remote e-voting and e-voting at the Meeting through VC / OAVM is as under.

i. Voted in favour of the resolution:

Mode of Voting	Number of Equity Shareholders voted	Number of votes casted by them	% of total number of valid votes cast (rounded off)
Remote E-voting	275	114918462	99.97
E-Voting during the Meeting	3	3219	0.00
Total	278	114921681	99.97



ii. Voted against the resolution:

Mode of Voting	Number of Equity Shareholders voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
Remote E-voting	5	38666	0.03
E-Voting during the Meeting	0	0	0
Total	5	38666	0.03

If NIL, no equity shareholders voted "AGAINST" the Resolution.

iii. Invalid/Abstain votes

Mode of Voting	Number of Equity Shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-Voting during the Meeting	0	0	0
Total	0	0	0

Based on the foregoing, the Resolution as proposed in the Notice dated 5th November, 2024 of the Meeting shall be deemed to have been approved on the date of the Meeting of Equity Shareholders of the Demerged Company, i.e., 9th December, 2024 with requisite majority.

All relevant records relating to remote e-voting and electronic voting at the Meeting is under my safe custody and will be handed over to the Company Secretary of the Demerged Company for safe keeping as provided in Companies Act, 2013 read with relevant rules.

Thanking you,

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Scrutinizer

Name: K. Dushyantha Kumar

Company Secretary in Practice

Membership No.: FCS 6662

COP: 6003

UDIN: F006662F003315407

Place: Bangalore

Date: 09.12.2024

K. DUSHYANTHA KUMAR
B.Com., L.L.B, F.C.S

K. DUSHYANTHA & ASSOCIATES
COMPANY SECRETARIES



COMPANY SECRETARY
CP 6003 FCS 6662

No.1 Ashoka Pillar, 5th Floor
3rd Cross Jayanagar I Block
Bangalore, Karnataka- 560011

OFFICE: 080-26560400 MOBILE: 9900003149

E-mail: dushyanthak@gmail.com

**Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the
Hon'ble National Company Law Tribunal convened Meeting of the Unsecured Creditors**
*[Pursuant to Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administrations) Rules 2014 as amended]*

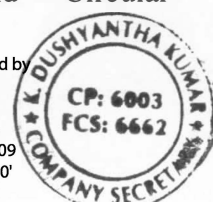
To,
Ms. Krishna Anmol Singh
Chairperson appointed by the Hon'ble National Company Law Tribunal,
Bengaluru Bench at Bengaluru for the meeting of
Unsecured Creditors of Qess Corp Limited

**Sub: Scrutinizer's Report on the Hon'ble National Company Law Tribunal convened
meeting of Unsecured Creditors of Qess Corp Limited ("Demerged Company")
convened on 9th December, 2024 at 12:00 P.M. through Video Conference ("VC") or
Other Audio Visual Means ("OAVM")**

Dear Sir

I, **K. Dushyantha Kumar**, Company Secretary in Practice, has been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT"), vide its Order dated **22.10.2024**, ("**the Scrutinizer**") for the purpose of scrutinizing the remote e-voting process as well as electronic voting process provided at the Hon'ble NCLT Convened Unsecured Creditors meeting of Demerged Company held on 9th December, 2024 at 12:00 P.M ("**Meeting**") through VC/OAVM, in a fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 pursuant to the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated 28 December 2022 and General Circular No. 09/2023 dated 25 September, 2023 and General Circular No. 09/2024 dated 19 September, 2024 issued by the Ministry of Corporate Affairs (MCA) and circular no. SEBI /HO/CFD/CMD1 /CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022 and Circular No.

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Date: 2024.12.09
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SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities Exchange Board of India (SEBI) (collectively referred to as “**Circulars**”), for seeking approval of the unsecured creditors to the Composite Scheme of Arrangement of Qess Corp Limited (Demerged Company) and Digitide Solutions Limited (Resulting Company No.1) and Bluspring Enterprises Limited (Resulting Company No.2) (**‘Composite Scheme’**).

The Management of the Demerged Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Master Circular dated June 20, 2023 and NCLT order relating to remote e-voting and e-voting at the Meeting held through VC/OAVM and for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting process and electronic voting at the Meeting, are conducted in a fair and transparent manner and prepare a consolidated Scrutinizer’s Report of the total votes cast “in favour” or “against”, if any, to the Chairperson on the resolution, based on the reports generated from the “remote e-voting” and “e-voting” system provided at the Meeting.

I hereby submit my report as under:

1. That notice of meeting of Unsecured Creditors of Qess Corp Limited dated 5th November, 2024 was sent on 7th November, 2024 along with necessary documents to all the unsecured Creditors whose e-mail addresses are registered with the Demerged Company/Depository Participant(s) and via courier to those unsecured creditors whose e-mail ids are not registered with the Demerged Company.
2. The e-voting was kept open from 9:00 a.m. (IST) on Thursday, 5th December, 2024 to 5:00 p.m. (IST) on Sunday, 8th December, 2024.
3. The Demerged Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing facility of remote e-voting prior to the Meeting and e-voting during the meeting through VC/OAVM.
4. The unsecured Creditors as on the “cut off” date i.e. 31st March, 2024 (“Cut-off Date”) were entitled to vote on the resolution set out in the notice of the Meeting. The voting rights of unsecured Creditors shall be in proportion to their debt in the Demerged Company as on the cut-off date.



5. Pursuant to the Circulars issued by the MCA, the facility to appoint a proxy to attend and cast vote for the unsecured creditors was not made available for the Meeting. However, Body Corporates were entitled to appoint authorized representatives to attend the Meeting through VC/OAVM and participate thereat and cast their votes through e-voting.
6. Unsecured Creditors, who were present at the Meeting 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. Unsecured Creditors who have voted through remote e-Voting prior to the Meeting were not eligible to vote again during the meeting.
7. A copy of this Notice and the accompanying documents will be hosted on the website of the Demerged Company at www.quescorp.com and will also be available on the website of BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com, respectively and also on the website of CDSL at evoting@cdslindia.com.
8. In pursuance to the NCLT Order, the Authorized representative of the Demerged Company had published the newspaper advertisements in English newspaper “Financial Express” and Kannada newspaper “Hosa Digantha” on 08.11.2024, both having wide circulation in the state of Karnataka about the convening of the meeting of the unsecured creditors of the Demerged Company.
9. The appointed time for the meeting of unsecured creditors of the Applicant Company No. 1 was 12:00 P.M and 13 (Thirteen) unsecured creditors representing total Unsecured Debt of Rs. 1,19,76,12,656 (67.28%) in person or through its authorised representative were present and after the verification of the persons present, the quorum was declared by Chairperson for the meeting and the meeting was called upon by the Chairperson to be proceeded further.
10. On the basis of the votes exercised by the **unsecured creditors** of the Company by way of electronic voting at the Meeting of the Company held on Monday, 09.12.2024,

I submit my report as under on the result in respect of the below mentioned resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended or re-enacted from time to time (“Act”), the master circular bearing no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 ‘Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii)



Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957' dated June 20, 2023, as amended from time to time or any other circulars issued by the Securities and Exchange Board of India ("SEBI") prescribing the compliance requirements for schemes of arrangement involving listed companies, in each case, as amended from time to time, (collectively, the "SEBI Scheme Circular"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Section 2(19AA) and other relevant provisions of the Income-tax Act, 1961, and relevant provisions of the Memorandum of Association and Articles of Association of the Company, read with the observation letters issued by the BSE Limited and National Stock Exchange of India Limited on July 31, 2024 and August 01, 2024 respectively and subject to sanction by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT") 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 Hon'ble Tribunal or other appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), composite scheme of arrangement between the Quess Corp Limited ("Demerged Company"), Digitide Solutions Limited ("Resulting Company 1") and Bluspring Enterprises Limited ("Resulting Company 2", and together with Resulting Company 1, the "Resulting Companies" and the Resulting Companies, together with the Demerged Company shall be referred to as the "Companies") and their respective shareholders and creditors ("Scheme") as enclosed with the notice of the NCLT convened meeting of the unsecured creditors, be and is hereby approved."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to make any modification(s) or amendment(s) to the Scheme at any time and for any reason whatsoever, and to accept such modification(s), amendment(s), limitation(s) and/or condition(s), if any, which may be required and / or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any question(s) or doubt(s) or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the unsecured creditors and the unsecured creditors shall be deemed to have given their approval thereto expressly by authority under this resolution."

11. The votes were unblocked by me on 09 December, 2024 at around 12:45 P.M.



12. Thereafter the details containing, inter alia, list of unsecured creditors, who voted "For" and "Against", were downloaded from the e-voting website www.evotingindia.com.
13. The result of the remote e-voting and e-voting at the Meeting through VC / OAVM is as under.
- i. Voted **in favour** of the resolution:

Unsecured Creditors - who attended the meeting voted in FAVOUR of the proposed Composite Scheme of Arrangement			
Mode of Voting	Number of Unsecured Creditors voted through e-voting system	Value of Unsecured Creditors (Being amount due and outstanding as on 31.03.2024 (in INR))	% of total value of Unsecured Creditors amount due and outstanding
Remote E-voting	23	1,33,52,02,669	98.40
E-Voting during the Meeting	1	2,16,86,680	1.60
TOTAL	24	1,35,68,89,349	100.00

- ii. Voted **against** the resolution:

Unsecured Creditors - who attended the meeting voted AGAINST the proposed Composite Scheme of Arrangement			
Mode of Voting	Number of Unsecured Creditors voted through e-voting system	Value of Unsecured Creditors (Being amount due and outstanding as on 31.03.2024 (in INR))	% of total value of Unsecured Creditors amount due and outstanding
Remote E-voting	0	0	0
E-Voting during the Meeting	0	0	0
TOTAL	0	0	0

If NIL, no unsecured Creditors voted "AGAINST" the Resolution.



Based on the foregoing, the Resolution as proposed in the Notice dated 5th November, 2024 of the Meeting shall be deemed to have been approved on the date of the Meeting of Unsecured Creditors of the Demerged Company, i.e., 9th December, 2024 with requisite majority.

All relevant records relating to remote e-voting and electronic voting at the Meeting is under my safe custody and will be handed over to the Company Secretary of the Demerged Company for safe keeping as provided in Companies Act, 2013 read with relevant rules.

Thanking you,

KONDISETTY Digitally signed by
KUMAR KONDISETTY
DUSHYANTH DUSHYANTHA
A Date: 2024.12.09
16:26:18 +05'30'



Scrutinizer

Name: K. Dushyantha Kumar

Company Secretary in Practice

Membership No.: FCS 6662

COP: 6003

UDIN: F006662F003317266

Place: Bangalore

Date: 09.12.2024