

QCL/SEC/2025-26/46

August 29, 2025

To,

BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, PJ Towers,
Dalal Street, Mumbai – 400 001
Security Code – 539978

National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex,
Bandra (East), Mumbai – 400 051
NSE Symbol – QUESS

Dear Sir/Madam,

Sub: Summary of proceedings of the 18th Annual General Meeting of Quess Corp Limited

We wish to inform you that the 18th Annual General Meeting (AGM) of Quess Corp Limited was held today i.e., on Friday, August 29, 2025, at 03:30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the businesses as set forth in the AGM Notice dated June 19, 2025.

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), please find enclosed the summary of proceedings of the 18th AGM.

The above information is also available on the website of the Company at www.quesscorp.com.

Kindly take the same on record and oblige.

Yours sincerely,

For Quess Corp Limited

Kundan K Lal
Company Secretary & Compliance Officer
Membership No. F8393

Encl: as above

Quess Corp Limited

Quess Tower, Sky Walk Avenue, 32/4, Roopena Agrahara, Bommanahalli, Bengaluru– 560068, Karnataka, India
Tel: +91 080-49345666 | contactus@quesscorp.com | CIN No. L74140KA2007PLC043909

PROCEEDINGS OF THE 18TH ANNUAL GENERAL MEETING OF QESS CORP LIMITED

The 18th Annual General Meeting (AGM) of Qess Corp Limited (the Company) was held on Friday, August 29, 2025 at 03:30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in compliance with the General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and subsequent circulars issued in this regard, the latest being General Circular no. 09/2024 dated September 19, 2024 (MCA Circulars) issued by the Ministry of Corporate Affairs (MCA) and applicable provisions of the Companies Act, 2013 (the Act) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and all other applicable laws.

The deemed venue for the meeting was the registered office of the Company at Qess Tower, Sky Walk Avenue, 32/4, Hosur Road, Roopena Agrahara, Bommanahalli, Bengaluru – 560068, Karnataka, India.

The meeting commenced at 03:30 P.M. (IST) and concluded at 04:30 P.M. (IST) (including the time allowed for remote e-voting at the AGM).

DIRECTORS IN ATTENDANCE:

Sl. No	Name of the Director	Designation	Location
1	Mr. Ajit Isaac	Non-Executive Chairman	Qess Tower, Bengaluru
2	Mr. Guruprasad Srinivasan	Executive Director & Group CEO	Qess Tower, Bengaluru
3	Mr. Gopalakrishnan Soundarajan	Non-Executive, Non-Independent Director	Canada
4	Mr. Sanjay Anandaram	Non-Executive Independent Director	Bengaluru
5	Mr. K. R. Girish	Non-Executive Independent Director and Chairman of the Audit Committee	
6	Ms. Sudha Suresh	Non-Executive Independent Director and Chairperson of the Stakeholders Relationship Committee & the Corporate Social Responsibility Committee	
7	Mr. Devarajan Samu	Non-Executive Independent Director and Chairperson of the Nomination and Remuneration Committee	
8	Mr. Gaurav Mathur	Non-Executive Independent Director	Mumbai

Mr. Chandran Ratnaswami, Non-Executive Director and Dr. Vivek Mansingh, Non-Executive Independent Director and Chairperson of Risk Management & ESG Committee, had expressed their inability to attend the meeting.

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KEY MANAGERIAL PERSONNEL (KMP) IN ATTENDANCE:

Sl. No	Name of the KMP	Designation	Location
1	Mr. Sushanth Pai	Chief Financial Officer	Qess Tower, Bengaluru
2	Mr. Kundan K Lal	Company Secretary & Compliance Officer	Qess Tower, Bengaluru

BY INVITATION:

Sl. No	Name of the representative	Designation	Location
1	Mr. Gurvinder Singh	Partner, Deloitte Haskins & Sells LLP, Statutory Auditors,	Bengaluru
2	Mr. S. N. Mishra	Secretarial Auditor for the Financial Year 2024-25	Bengaluru
3	Mr. Parameshwar G Bhat	New Secretarial Auditor and Scrutinizer for remote e-Voting	Qess Tower, Bengaluru

QUORUM OF THE MEETING:

A total of 62 members were present at the meeting through Video Conferencing/ Other Audio-Visual Means.

Mr. Ajit Isaac, the Chairman of the Company, chaired the meeting and extended his warm welcome to all the Members, Directors, and other invitees present at the meeting.

At the commencement of the meeting, the Chairman announced that the AGM is being held through video conference in accordance with the Circulars issued by the MCA and the SEBI. The proceedings of the meeting shall be deemed to have been conducted at the registered office of the Company in compliance with applicable laws. Further, the Chairman introduced the Director(s) and Key Managerial Personnel(s) present at the meeting.

The Chairman informed that the participation of members through video conference was being reckoned for the purpose of quorum as per the circulars issued by the MCA and Section 103 of the Companies Act, 2013. The requisite quorum was present through video conference to conduct the proceedings of the meeting, and the Chairman called the Meeting to order.

The Chairman further informed that the Notice of the 18th Annual General Meeting and the Annual Report for the Financial Year 2024-25 were sent through e-mail to all the members whose e-mail IDs are registered with the Company/ RTA/ Depository Participants in compliance with the MCA and the SEBI circulars. Additionally, the Company has also sent a letter to members whose e-mail IDs are not registered with the Company/ RTA/ Depository Participants providing the web link and path of the Company's website along with the QR code from where the AGM Notice and the Annual Report for Financial Year 2024-25 can be accessed in compliance with SEBI Listing Regulations.

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The Chairman requested Mr. Kundan K Lal, Company Secretary and Compliance Officer, to provide general instructions to the members regarding participation in the meeting.

Mr. Kundan K Lal welcomed the Members, Directors, and Invitees to the 18th AGM and informed the members that the meeting is being held through video conference in compliance with the Act and Circulars issued by the MCA.

The Company Secretary further informed that the statutory registers and other documents were made available electronically for inspection by the members during the AGM, and Members who wished to seek inspection of such documents can send their request to the Company Secretary department. As the AGM is being held through video conference, the facility for appointment of proxies by the members was not applicable, and hence the Proxy Register for inspection is not available.

In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company had provided remote e-voting facility to all the Members as on the cut-off date i.e. Friday, August 22, 2025, to cast the votes on all the resolutions as set forth in the AGM Notice from Tuesday, August 26, 2025 (09:00 AM IST) to Thursday, August 28, 2025 (05:00 PM IST) (both days inclusive). Further, Members, who had not participated in the remote e-voting process, were provided an option to cast their vote on all the resolutions as set forth in the AGM Notice during the meeting through the e-voting system provided by Central Depository Services (India) Limited (CDSL).

Mr. Parameshwar G Bhat, Practicing Company Secretary, has been appointed as Scrutinizer to ensure the e-voting process and to submit his report on the results of e-voting with respect to all the resolutions contained in the AGM Notice.

The Company Secretary further informed that, upon submission of the Report by the Scrutinizer, the results of the remote e-voting shall be intimated to the stock exchanges within 2 (two) working days from the conclusion of this AGM and will be made available on the website of the Company and CDSL.

The Company Secretary read out the qualification contained in the Independent Statutory Auditor's Report. There were no qualifications/observations in the Secretarial Audit Report.

The Company Secretary requested the Chairman to address the members.

The Chairman delivered the speech on the performance of the Company for the Financial Year 2024-25. With the consent of the members present at the meeting, the Notice convening the 18th AGM of the Company was taken as read.

The Company had received requests from a few members to register them as speakers at the meeting. Accordingly, the floor was opened for those members to ask questions or express their views. The moderator facilitated the session. All the queries raised by the members were addressed effectively.

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Thereafter, the following items of business, as per the Notice of the 18th AGM, were placed before the members for their consideration and approval:

Sl. No	Particulars of the Resolution	Type of Resolution
Ordinary Business:		
1	To receive, consider, and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon	Ordinary
2	To receive, consider, and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon	Ordinary
3	To appoint Mr. Guruprasad Srinivasan (DIN: 07596207) as Director, liable to retire by rotation, and being eligible, offers himself for re-appointment	Ordinary
4	To confirm the payment of the interim dividend of Rs. 4/- per equity share and to declare a final dividend of Rs. 6/- per equity share for the Financial Year ended March 31, 2025	Ordinary
Special Business:		
5	To re-appoint Mr. Kalpathi Ratna Girish (DIN: 07178890) as an Independent Director of the Company	Special
6	To appoint Ms. Sudha Suresh (DIN: 06480567) as an Independent Director of the Company	Special
7	To appoint Mr. Devarajan Samu (DIN: 00878956) as an Independent Director of the Company	Special
8	To appoint Dr. Vivek Mansingh (DIN: 06903079) as an Independent Director of the Company	Special
9	To approve the commission payable to the Independent Directors of the Company	Special
10	To appoint the Secretarial Auditor of the Company	Ordinary

The members were again reminded that the voting on the CDSL platform was available for 15 (fifteen) minutes and guided on the voting procedure. The Chairman further authorized the Company Secretary to publish the voting results on the web portals of the Stock Exchanges, the Company, and CDSL, the agency that provided the e-voting facility.

The Chairman concluded the meeting with a vote of thanks to all the Directors and members for their participation and continued support and trust in the Company.

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