



QUESS CORP LIMITED

Corporate Social Responsibility Policy

**This policy was amended and approved by the Board of
Directors on May 26, 2022.**

1. Introduction:

Quess Corp Limited (Quess) is India's leading business services provider, leveraging our extensive domain knowledge and future-ready digital platforms to drive client productivity through outsourced solutions. We provide a host of technology enabled staffing and managed outsourcing services across processes such as sales & marketing, customer care, after sales service, back office operations, manufacturing operations, facilities and security management, HR & F&A operations, IT & mobility services, etc.

The Company established Careworks Foundation (CWF) in 2014, non-profit initiative with a vision to actively contribute to the welfare of the community and create a positive impact in the lives of people. Through its focus on healthcare and education, CWF aims to build a healthy & educated workforce and thereby provides a sustainable livelihood for the marginalized sections of the society.

2. Applicability:

This policy shall apply to all CSR & Sustainability initiatives and activities taken at the various locations of the Quess Group Companies, at the local community for the benefit of different segments of the society, specifically the women, children and the community as a whole.

3. Vision:

To actively contribute to the community and create a positive impact in the lives of people, especially in the areas of health and education. In doing so, company aims to build a healthy and educated workforce and provide sustainable livelihood for the weaker sections of society"

4. Focus Areas:

In accordance with the requirements under the Companies Act, 2013 and the rules/regulations framed there under and circulars / clarifications issued thereunder (collectively, "Applicable Law"), Quess CSR Programs, will focus on:

1. Health: Promoting health & wellbeing, school health program to early detection and treatment for physical & mental health, promotion of mental health, support to Medical institutions for enhancing quality care for terminally ill patients.
2. Education: Promoting Quality education through holistic development of government schools, special education and employability programs, strengthening preprimary education.
3. Environment Sustainability: Ensuring environmental sustainability, bio-diversity, ecological balance, protection of flora and fauna, animal welfare, conservation of natural resources, maintaining the quality of soil, air and water and waste management.

5. Terms of reference:

- a) Formulate and recommend to the Board a Corporate Social Responsibility Policy (“CSR Policy”) and the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- b) Identifying the areas of CSR activities;
- c) Recommending the amount of expenditure to be incurred on the identified CSR activities;
- d) Implementing and monitoring the CSR Policy from time to time;
- e) Coordinating with “CareWorks Foundation” or other such agency in implementing programs and executing initiatives as per the CSR Policy of the Company;
- f) Reporting progress of various initiatives and making appropriate disclosures on a periodic basis;
- g) Formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy;
- h) Review Sustainability initiatives of the company and provide guidance on aspects of sustainability policies and programs including environmental sustainability, climate change, responsible sourcing, biodiversity, energy & water conservation;
- i) Overseeing the Company’s initiatives and reviewing the risk and opportunities related to Environmental, Social and Governance (“ESG”).
- j) Review regularly and making recommendations about changes to the charter of the Committee; and
- k) Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.
- l) The Committee shall oversee the process of joint CSR efforts in case of collaboration with other company(ies) to ensure that the Company can meet its reporting obligations in this regard.
- m) The Committee shall monitor the administrative overheads in pursuance of CSR activities or projects or programs so that they do not exceed the prescribed thresholds.
- n) The Committee shall formulate the necessary monitoring mechanism to enable the Board to satisfy itself that the funds disbursed for CSR activities or projects or programs have been utilized for the purposes and in the manner, as approved by it.

6. Undertaking CSR activities & mode of implementation:

The focus areas and projects will be prioritized by assessing their needs & potential impact. The Careworks Foundation or such other entity will then forward its recommendations to the CSR Committee. The CSR Committee will deliberate on the proposals and approve proposals for implementation at its discretion. Quess Corp. Ltd will undertake its CSR activities (projects, programs or activities) approved by CSR Committee through Careworks Foundation or such eligible Organizations or directly as approved by the CSR Committee.

Based on the need company may Identify and implement multi-year CSR projects/programs (“Ongoing Projects”) approved by CSR Committee & will be monitored by the CSR Committee and the Board of Directors of the Company (“the Board”), as required under Applicable Law.

CSR programmes will be undertaken by various Qess Group Companies to the best possible extent within the defined ambit of the identified 'Thrust Areas'. The time period/duration over which a particular programme will be spread, will depend on its nature, extent of coverage and the intended impact of the programme.

Qess Corp will implement the projects/programs either directly or through CWF or such eligible organization as per the need of the project/programs.

7. CSR annual action plan:

Further, as per the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 effective from 22nd January, 2021, the CSR Committee shall formulate and recommend to the Board, for the approval of an annual action plan which shall contain all matters which are required under Applicable Law and any other matters as the CSR Committee may deem fit from time to time. In pursuance of its CSR policy as required under Rule 5 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and the Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

A certificate from the Chief Financial Officer or the person responsible for financial management shall be obtained confirming that the funds so disbursed have been utilized for the approved purposes, to be submitted to the Board.

8. Monitoring:

To ensure effective implementation of the CSR programmes undertaken at each location, a monitoring mechanism will be put in place by the Company and/or Implementing Agency. The progress of CSR programmes under implementation at the various locations will be reported to the CSR committee periodically.

9. Impact Assessment:

Impact assessment shall be undertaken by the Company or by recipient or by implementing agency as required by and in the manner set out under Applicable Law, and the impact assessment report(s) shall be placed before the CSR Committee and the Board, and shall be disclosed as legally required.

10. Treatment of Unspent CSR Amount during the year:

In case the unspent amount does not relate to any ongoing project at the end of the financial year:

The unspent amounts needs to be transferred to a Fund, i.e., Swachh Bharat Kosh, Clean Ganga Fund, prime minister's national relief fund, etc within a period of six months of the expiry of the financial year.

In case the unspent amount is relating to ongoing project at the end of the financial year:

The unspent amounts needs to be transferred by the Company within a period of thirty days from the end of the financial year to a special account to be opened by the company for that financial year in any scheduled bank to be called the **“Unspent Corporate Social Responsibility Account”**.

Such amount lying in Unspent account shall be spent by the Company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the Company shall transfer the same to a Fund as mentioned above, within a period of thirty days from the date of completion of the third financial year.

“Any unspent amount needs to be transferred at the end of the financial year to the specific fund as mentioned under Schedule VII of the Companies Act, 2013.”

11. Resources:

For achieving its CSR objectives through implementation of meaningful & sustainable CSR programs, Quess Corp Limited will allocate in every financial year, at least 2 % of the average net profits of the company made during the three immediately preceding financial years, as its Annual CSR Budget.

In any year, where the Company has spent in excess of its CSR obligation, such excess spending shall be available for set off against the Company’s CSR obligations for up to the next three financial years in accordance with Applicable Law, and the Board shall be competent to pass a resolution in this regard.

In any year, Company transfer its unspent amount to a special account and will spend it in accordance with applicable laws.

12. Composition of CSR Committee:

The CSR Committee shall be comprised in accordance with the requirements of the Companies Act. This CSR Policy, details of the composition of the CSR Committee and projects approved by the Board shall be hosted on the Company's website at <https://www.quesscorp.com/corporate-governance/>

13. Governance:

The CSR Committee is the apex body that oversees our CSR policy and programs. An officer at the senior most level reports to the Board CSR committee. The goals and objectives along with the annual budgets for CSR are discussed and signed off at the beginning of every year with the CSR committee and the Chairman which is then approved by the Board.

The CSR committee reviews the approved annual action plan and its progress, effective

utilization of the funds, impact of the program as considered relevant by the board CSR Committee periodically. The CSR Committee will monitor timely performance and progress made on ESG parameters.

14. Disclosures:

Company will disclose the CSR Committee and its functions, CSR Policy approved by the Board, CSR reports in Company's annual report and also disclose the reason for not spending 2% of average net profit, if the Company fails to spend.

15. General:

In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference is to be made to the CSR Committee. In all such matters, the interpretation & decision of the CSR Committee shall be final.

Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time.

16. Amendments to the policy:

The Board based on the recommendations of the CSR Committee of the Company may, subject to compliance with applicable law, at any time alter, amend or modify the CSR Policy as it deems fit to comply with the statutory obligation of the Company to undertake the CSR Activities.