



Quess Corp Limited

CIN: L74140KA2007PLC043909

Registered Office: 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru- 560103.

Tel: 080-6105 6000; Fax: 080-6105 6406

website: www.uesscorp.com; E-mail: investor@uesscorp.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh Annual General Meeting of the Members of Quess Corp Limited ("the Company") will be held at Spring Hall, Hotel Royal Orchid, #1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru, Karnataka – 560 008 on Thursday, the July 26, 2018 at 11.30 am, to transact the following businesses:

ORDINARY BUSINESS:

1) Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements including consolidated financial statements of the Company for the financial year ended March 31, 2018 together with Reports of Auditors and Board of Directors thereon.

2) Appointment of Mr. Subrata Kumar Nag as a Director liable to retire by rotation

To appoint a Director in place of Mr. Subrata Kumar Nag (DIN: 02234000), who retires by rotation and, being eligible, offers himself for re-appointment.

3) Appointment of the Statutory Auditors

To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Eleventh Annual General Meeting until the conclusion of the Sixteenth Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors on recommendation of the Audit Committee."

SPECIAL BUSINESS:

4) Revision in Commission payable to Independent Directors

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special**

Resolution:

"RESOLVED THAT in partial modification of the Resolution (appearing at Sr. No. 10 of Minutes of the Extra-ordinary General Meeting (EGM) held on December 22, 2015) passed by the Members at the said EGM of the Company and pursuant to the applicable provisions of Section 149(9), 197, 198 and other provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act") approval of the Company be and is hereby accorded for payment of commission to the Independent Directors of the Company (that is, Directors other than the Whole-time Director(s), Nominee Director(s) and Non-Executive Director(s)), by way of annual payment, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof and reimbursement of expenses, up to Rs. 7.50 Lakhs (Rupees Seven Lakhs Fifty Thousand Only) to each Independent Director per financial year or 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of the Act and rules framed thereunder for a period of five (5) years effective April 1, 2018, in such a manner as the Board of Directors in its absolute discretion may decide from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

5) Appointment of Mr. Subrata Kumar Nag ("Subrata Nag") (DIN: 02234000) as the Executive Director & Chief Executive Officer of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act") read with Schedule V to the Act and pursuant to the Articles of Association of the Company, and subject to such other approvals or sanctions, consent be and is hereby accorded for the appointment of Mr. Subrata Nag

Executive Officer of the Company for a period of five years with effect from January 24, 2018 up to January 23, 2023, on such terms and conditions as mentioned in the Employment Agreement and remuneration, as set out in the explanatory statement relating to this resolution, with a liberty to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board of Directors) to alter or vary the said terms and conditions as the Board may deem fit and is acceptable to Mr. Subrata Nag.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. Subrata Nag the remuneration by way of salary, perquisites, commission or any other allowances as specified in the explanatory statement in accordance with the limits specified under the Act or such other limits as may be prescribed or approved by the Central Government from time to time in this regard, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, things and matters as may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate to give effect to the aforesaid resolution."

6) Re-appointment of Mr. Ajit Abraham Isaac ("Ajit Isaac") (DIN: 00087168) as the Chairman & Managing Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule V to the Act and pursuant to the Articles of Association of the Company, and subject to such other approvals or sanctions, if any, the consent be and is hereby accorded for the re-appointment of Mr. Ajit Isaac (DIN 00087168) as the Chairman & Managing Director of the Company for a period of five years with effect from January 24, 2018 up to January 23, 2023, on such terms and conditions as mentioned in the Employment Agreement and remuneration, as set out in the explanatory statement relating to this resolution, with a liberty to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board of Directors) to alter or vary the said terms and conditions as the Board may deem fit and is acceptable to Mr. Ajit Isaac.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. Ajit Isaac the remuneration by way of salary, perquisites, commission or any other allowances as specified in the explanatory statement in accordance with the limits specified under the Act or such other limits as may be prescribed or approved by the Central Government from time to time in this regard, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be

and is hereby authorized to do all such acts, deeds, things and matters as the Board of Directors may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate to give effect to the aforesaid resolution."

7) Fixation of fees under Section 20 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act") and relevant rules prescribed thereunder, if any, whereby, a document may be served on any Member by the Company by sending it to him / her by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Members be and is hereby accorded to charge from the Member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents, pursuant to any request by such Member for delivery of documents, through a particular mode of service mentioned above provided, such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the Member.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the aforesaid resolution."

By order of the Board of
Ques Corp Limited

Sd/-

Place: Bengaluru

Date: May 17, 2018

Sudershan Pallap

Vice President & Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013("the Act"), relating to Special Business to be transacted at the Eleventh Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND

THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF A MAXIMUM OF 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH A PERSON SHALL ACT AS PROXY, PROVIDED THAT THE PERSON DOES NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY FORM FOR THE AGM IS ENCLOSED.

3. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the AGM, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board resolution / appropriate authorization document upload it on the electronic voting ("e-voting") portal, authorizing their representative to attend and vote on their behalf at the AGM.
5. Only bonafide members of the Company, whose names appear on the Register of members / Proxy holders and who are in possession of valid attendance slips duly filled in and signed, will be permitted to attend the AGM. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the AGM.
6. Members/ Proxies / authorized representatives are requested to bring duly filled in Attendance Slip enclosed herewith to attend the meeting, along with the Annual Report of the Company as no copies of Annual Reports will be issued at the venue of AGM.
7. In case of joint holders attending the AGM, only such a joint holder who is higher in the order of names will be entitled to vote.
8. A certificate from the Statutory Auditors of the Company certifying that the Company's stock option plan has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 is available for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. except on Saturdays, Sundays and all Public Holidays upto the date of AGM and will also be available for inspection during the AGM.
9. In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. BSR & Associates LLP, Chartered Accountants shall retire at the conclusion of the 11th Annual General Meeting of the Company. Pursuant to the said provisions, the Board of Directors has on recommendation of the

Audit Committee, recommended for the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Registration No. 117366W/W100018) as Statutory Auditors of the Company for a term of five (5) years i.e. from the conclusion of this meeting until the conclusion of the Sixteenth Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors on recommendation of the Audit Committee.

10. The Register of members and Share Transfer Books will remain closed from July 23, 2018 to July 26, 2018 (both days inclusive).
11. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which Directors are interested, being maintained under the Act, will be available for inspection at the AGM.
12. Members are requested to address all correspondence to the Registrar and Share Transfer Agents, Link Intime India Private Limited, 247 Park , C 101 1st Floor , LBS Marg, Vikhroli (W), Mumbai – 400 083, Maharashtra, India, Tel: +91 22 4918600 , Fax: +91 22 49186060; email id: rtn.helpdesk@linkintime.co.in.
13. Pursuant to the provisions of the Act and rules made hereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), a copy of the Annual Report and the Notice for 11th AGM, inter alia, indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by email to those members whose email addresses have been made available to the Company/ Depository Participants, unless a member has requested for a printed copy of the same. For Members who have not registered their email addresses, printed copies are being sent by the permitted mode.
14. Members who have not updated their email IDs, are requested to update the same with their respective Depository Participant(s) or Link Intime India Private Limited, Registrar and Transfer Agent (RTA) of the Company.
15. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).
16. Members may also note that the Notice of the 11th AGM and the Annual Report for 2017-18 will be available on the Company's website, www.quessecorp.com.
17. Additional information, pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015, in respect of the Director seeking appointment/ re-appointment at AGM, forms part of the Notice.
18. Additional information, as required under Secretarial Standards-2 on General Meeting [SS-2] issued by Institute of Company Secretaries of India, in respect of appointment / re-appointment of Directors including Independent Director of the Company at the Annual General Meeting, is set out in the explanatory statement.

19. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection by members at the Registered Office of the Company on all working days except on Saturdays, Sundays and all Public Holidays between 11.00 a.m. and 1.00 p.m. up to the date of AGM.
20. Members desiring any information relating to the financial statements of the Company are requested to write to the Company at least 10 (ten) days before the AGM, to enable the Company to keep the information ready at the AGM.
21. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the National Securities Depository Limited (NSDL).
22. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice. The Board has appointed Mr. S. N. Mishra, SNM & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting / ballot process in a fair and transparent manner.
23. The remote e-voting period commences on July 22, 2018 at 9.00 a.m. (IST) and ends on July 25, 2018 at 5.00 p.m. (IST). During this period, members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being July 19, 2018, may cast their vote by electronically through e-voting.
24. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, which is July 19, 2018.
25. Results of the voting on the above Resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolutions.
26. The route map showing directions to reach the venue of the AGM is enclosed to this notice.
27. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 11th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on July 22, 2018 (9:00 am) and ends on July 25, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 19, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]**
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
NOTE: *Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".*
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the company/ depository participant(s) or mentioned in the postal ballot form) and verification code as displayed. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "QUESS CORP LIMITED".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to Mishra@snmassociates.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM) :
**EVEN (Remote e-voting Event Number)USER ID
PASSWORD/PIN**
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

TNOTE: Shareholders who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 19, 2018.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 20, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rtn.helpdesk@linkintime.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/

Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. S N Mishra, Practising Company Secretary (Membership No. FCS 6143) of M/s. SNM & Associates, Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM) but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM), a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or the Company Secretary or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company, www.quescorp.com and on the website of NSDL immediately after the declaration of result . The results shall also be available on the BSE Limited and NSE Limited websites.

Explanatory Statement

pursuant to Section 102 (1) of the Act

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 2 – Appointment of Mr. Subrata Kumar Nag as a director liable to retire by rotation

Although not strictly necessary, the Explanatory Statement is being given in respect of Item No. 2 of the Notice.

In terms of Section 152(6)(a) of the Companies Act 2013, not less than two-thirds of the 'total number of directors' of a public company are liable to retire by rotation, unless the articles of association of such company provide for retirement of all directors at every annual general meeting. The explanation to Section 152(6) (a) of the Companies Act, 2013, states that the term 'total number of directors' shall not include independent directors of a company. Further, Section 149(13) of the Companies Act, 2013, provides that, Sections 152(6) and 152(7) dealing with retirement of directors by rotation shall not be applicable to independent directors.

Till May 17, 2018, the Board of the Company comprised of eight directors of which four are independent directors, two Directors are non-executive and non-independent and two executive directors.

In accordance with Section 152(6)(c) of the Companies Act, 2013, one-third of the total number of directors are liable to retire by rotation, or if their number is neither three nor a multiple of three, then the number nearest to one-third, shall retire at the AGM of a company every year.

In order to ensure compliance of Section 152 of the Companies Act, 2013, Mr. Subrata Nag agreed to retire at this annual general meeting and, being eligible, is seeking re-appointment. This retirement and re-appointment is only to comply with the provisions of the Companies Act, 2013 and as such shall not be treated as break in the employment of Mr. Subrata Nag as the Executive Director & CEO if he is re-appointed at the AGM.

In view of the above, the Board recommend the reappointment of Mr. Subrata Nag as Director and his continuation as the Executive Director & CEO of the Company on the terms and conditions to be approved by the Members.

A brief profile of Mr. Subrata Nag is given in the Annexure to this Notice, as required under SEBI LODR Regulations.

Mr. Subrata Nag is not related to any other Director and Key Managerial Personnel of the Company.

Except Mr. Subrata Nag, no Director and/or key managerial person is in any way concerned or interested in the Resolution at Item No.2 of the Notice.

Item No. 3 – Appointment of Statutory Auditors

Although not strictly necessary, the Explanatory Statement is being given in respect of Item No. 3 of the Notice.

The existing Statutory Auditors, BSR & Associates LLP, Chartered Accountants, were appointed until the conclusion of the Eleventh Annual General Meeting.

In view of the mandatory requirement for rotation of auditors upon completion of 10 years of association with a company, in terms of Section 139 of the Companies Act, 2013, BSR & Associates LLP will retire as the Company's Auditors at the conclusion of the ensuing Eleventh Annual General Meeting. It is proposed to appoint Deloitte Haskins & Sells LLP, Chartered Accountants, as the new Statutory Auditors of the Company. The Board of Directors (the "Board"), based on the recommendation of the Audit Committee, had recommended appointment of Deloitte Haskins & Sells LLP as the Statutory Auditors of the Company for a period of five continuous years i.e. from the conclusion of Eleventh Annual General Meeting till the conclusion of Sixteenth Annual General Meeting of the Company.

Deloitte Haskins & Sells LLP have informed the Company that their appointment, if made, would be within the limits prescribed under Section 141 of the Companies Act, 2013. Deloitte Haskins & Sells LLP have confirmed that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold valid certificates issued by the Peer Review Board of the ICAI. Deloitte Haskins & Sells LLP have also furnished a declaration in terms of Section 141 that they are eligible to be appointed as auditors and that they have not incurred any disqualification under the Companies Act 2013.

The Board recommends appointment of Deloitte Haskins & Sells LLP as Statutory Auditors of the Company from the conclusion of Eleventh Annual General Meeting up to the conclusion of Sixteenth Annual General Meeting of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested in the Ordinary Resolution as set out in Item No. 3 of the Notice

Item No. 4 – Revision in the commission payable to the Independent Directors of the Company

As per the applicable provisions of the Companies Act, 2013, with the approval of the Members of the Company by way of a Special Resolution, a company may make payments by way of commission to its Non-Executive Directors, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof, and such remuneration by way of commission cannot exceed 1% of the net profits of the Company.

The Members, at the Extra-ordinary Annual General Meeting of the Company held on December 22, 2015, have approved the payment of a commission not exceeding Rs. 5 lakh (Rupees five lakh only) per Independent Director in a financial year or collectively up to 1% (one percent) of the net profit of the Company calculated in accordance with the provisions of the Companies Act, 2013 (the "Act") for each financial year, whichever is lower, for a period of five years effective from financial year 2016.

Considering the contribution and the crucial role played by the Independent Directors in the growth of the Company with their independent functioning in the Board and the external perspective to the decision-making and the strategic guidance they offer while maintaining objective judgments, the Board recommended

increase in commission payable to each of the Independent Director from Rs. 5.00 lakhs (Rupees Five Lakhs Only) to Rs. 7.50 lakhs (Rupees Seven Lakhs Fifty Thousand Only), which shall not however exceed one per cent (1%) of the net profit of the Company calculated in accordance with the applicable provisions of the Companies Act, 2013 for each financial year, for a period of five years effective from April 01, 2018, in such a manner as the Board of Directors in its absolute discretion may decide from time to time.

As required under the Act, approval of the Members is sought for payment of commission to the Independent Directors by way of a Special Resolution as set out at Item No. 4 to the Notice.

Save and except the Independent Directors, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of the Notice.

Item No. 5: To appoint Mr. Subrata Nag (DIN: 02234000) as the Chief Executive Officer & Executive Director of the Company

The Members at the 6th Annual General Meeting of the Company held on September 4, 2013 approved the appointment of Mr. Subrata Kumar Nag as the Whole-time Director of the Company for a period of five years with effect from July 29, 2013.

The Board of Directors, on recommendation of the Nomination & Remuneration Committee, has re-appointed Mr. Subrata Nag, subject to approval of Members, on January 24, 2018 as Executive Director & Chief Executive Officer of the Company for a period of five years w.e.f. January 24, 2018 on the remuneration approved by the Nomination and remuneration Committee vide circular resolution dated on June 9, 2017, which is reproduced hereunder:

Fixed annual remuneration	: Rs.83.66 Lakhs p.a.
Annual Performance Linked Bonus	: 50% of the revised fixed annual remuneration subject to maximum payable in a financial year in which adequate profits are earned

In addition to the above, Mr. Subrata Nag will also be entitled to Company maintained car and eligible to other benefits as per the policies of the Company.

In the event of inadequacy of profits or no profits, the Company will pay the above remuneration as minimum remuneration to Mr. Subrata Nag, subject to limits laid down under Section 197, Schedule V and all other applicable provisions of the Act, as amended from time to time.

All other terms and conditions of appointment as specified in the employment agreement executed by the Company with Mr. Subrata Nag as the Executive Director & Chief Executive Officer of the Company will remain unchanged.

Pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Act, the approval of the Members in General Meeting is required to be obtained for the aforesaid re-appointment of Mr. Subrata Nag as set out herein above.

Save and except Mr. Subrata Nag, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out in Item no.5 of the Notice.

The Board recommends the Ordinary Resolution as set forth in Item No. 5 of the Notice for approval of the Members.

Item No. 6: To appoint Mr. Ajit Isaac (DIN 00087168) as the Chairman & Managing Director of the Company

The Members at the Extra-ordinary General Meeting of the Company held on May 14, 2013 approved the appointment of Mr. Ajit Isaac as the Chairman & Managing Director of the Company for a period of five years with effect from May 14, 2013 up to May 13, 2018.

The Board of Directors, as recommended by the Nomination & Remuneration Committee, has re-appointed Mr. Ajit Isaac, subject to ratification of Members, on January 24, 2018 as the Chairman and Managing Director of the Company for a period of five years w.e.f. January 24, 2018 on the remuneration approved by the Nomination and remuneration Committee vide circular resolution dated on June 9, 2017, which is reproduced hereunder:

Fixed annual remuneration	: Rs.130.48 Lakhs p.a.
Annual Performance Linked Bonus	: 50% of the revised fixed annual remuneration subject to maximum payable in a financial year in which adequate profits are earned

In addition to the above, Mr. Ajit Isaac will also be entitled to Company maintained car and eligible to other benefits as per the policies of the Company.

In the event of inadequacy of profits or no profits, the Company will pay the above remuneration as minimum remuneration to Mr. Ajit Isaac, subject to limits laid down under Section 197, Schedule V and all other applicable provisions of the Act, as amended from time to time.

All other terms and conditions of appointment as specified in the employment agreement executed by the Company with Mr. Ajit Isaac as the Chairman and Managing Director of the Company will remain unchanged.

Pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Act, the approval of the Members in General Meeting is required to be obtained for the ratification of the aforesaid appointment of Mr. Ajit Isaac as set out herein above.

Save and except Mr. Ajit Isaac, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out in Item no.6 of the Notice.

The Board recommends the Ordinary Resolution as set forth in Item No. 6 of the Notice for approval of the Members.

Item No. 7 – Fixation of fees under Section 20 of the Companies

Act, 2013

As per the applicable provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as may be determined by the members in the Annual General Meeting.

Accordingly, the Board recommends the passing of the Special Resolution at Item No. 7 of the accompanying Notice for Members' approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

By order of the Board of Directors

For Quess Corp Limited

Sd/-

Place: Bengaluru

(Sudershan Pallap)

Date: May 17, 2018

Vice President & Company Secretary

Additional Information of Directors to be re-appointed/ appointed at the 11th Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of Companies Act, 2013 read with Secretarial Standard-2 are as:

Name	Mr. Subrata Kumar Nag	Mr. Ajit Issac
Brief resume	Subrata Kumar Nag is the Group CEO & Executive Director of our Company. He has been a director of the Company since July 2013. He has been a part of Qess since 2008. Prior to joining us, he was the Vice President - Finance and Company Secretary of Ilantus Technologies Private Limited.	Mr. Ajit Isaac is credited with building Qess Corp, into India's largest Business Services provider within a span of 10 years. Under his leadership, Qess has accelerated the transition of informal jobs to formal platforms thereby helping bring predictable incomes, social security, healthcare and other benefits to thousands of workers across India. He invested into IKYA (now Qess Corp) in 2009 and took on the role of CEO & MD. He partnered with Fairfax in 2013 when Fairfax invested in Qess which went public in July 2016 with a record-breaking IPO oversubscription of 144x. This success achieved by Qess can be attributed to a combination of strong organic growth and a series of deep value acquisitions. He is a first generation entrepreneur and under his leadership Qess is now a 260,000+ strong family with over USD 1.0 Bn in revenues. He was nominated for the 'India Forbes Leadership Award' in 2011 and was voted as a finalist in the 2016 Ernst & Young Entrepreneur of the Year (EOY).
Age	55 years	50 years
Qualifications	MBA, ICWA, CS, CPA(USA)	Gold medalist in PG programme in HR and a British Chevening Scholar from Leeds University.
Experience	29 years	27 years
Remuneration last drawn	Fixed Annual Remuneration- Rs. 83.66 Lakhs p.a. on a total cost to company basis Annual Performance Linked Bonus- 50% of the revised fixed annual remuneration subject to maximum payable in a financial year in which adequate profits are earned	Fixed Annual Remuneration- Rs.130.48 Lakhs p.a. on a total cost to company basis Annual Performance Linked Bonus- 50% of the revised fixed annual remuneration subject to maximum payable in a financial year in which adequate profits are earned
Nationality	Indian	Indian
Expertise in specific functional area	Mr. Subrata Nag is a seasoned finance professional with over three decades of experience. He is responsible for implementing the Company's overall long and short term strategies.	Mr. Ajit Isaac has worked for 10 years in Leadership roles in the Private Sector before founding PeopleOne in the year 2000 which was later acquired by Adecco. Mr. Ajit Isaac's expertise in identifying value-accretive and transformative deals combined with his focus on operational efficiency and business development has helped Qess scale itself rapidly.
Date of first appointment on the Board of the Company	July 29, 2013	April 6, 2009

Name(s) of the other Companies in which Directorship held excluding foreign and Section 8 company	1) Centreq Business Services Private Limited 2) Coachieve Solutions Private Limited 3) Conneqt Business Solutions Limited 4) Dependo Logistics Solutions Private Limited 5) Excelus Learning Solutions Private Limited 6) MFX Infotech Private Limited 7) Monster.Com (India) Private Limited 8) Net Resources Investments Private Limited 9) Hofincons Infotech & Industrial Services Private Limited 10) Aravon Services Private Limited	1) Iris Capital Ventures Private Limited 2) Net Resources Investments Private Limited 3) Isaac Enterprises Private Limited
Membership/ Chairmanship of Committees in the Company	Nil	Nil
Membership/ Chairmanship of Committees in other Companies	Nil	Nil
No. of Equity Shares held in the Company	55,128 Equity shares	17,585,960 Equity shares
No. of Board meetings attended during the year	Please refer to section of Corporate Governance Report	Please refer to section of Corporate Governance Report
Relationship with other directors, Manager, key managerial personnel of the Company inter-se	Nil	Nil
Terms and conditions of appointment (if any)	All other terms and conditions as specified in employment Agreement executed by the Company with Mr. Subrata Kumar Nag as the Executive Director & CEO of the Company	All other terms and conditions of appointment as specified in employment Agreement executed by the Company with Mr. Ajit Isaac as the Chairman and Managing Director of the Company.

Notes:

- The proposal for appointment / re-appointments of Directors has been approved by the Board pursuant to the recommendation of the Nomination and Remuneration Committee considering their skills, experience, knowledge and positive outcome of the performance evaluation.
- Information pertaining to remuneration paid to the Directors who are being appointed/ re-appointed, and the number of Board Meetings attended by them during the year 2017-18 are provided in the Corporate Governance Report.



Qess Corp Limited

CIN: L74140KA2007PLC043909

Regd Office: 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru, 560103.

Tel:080-6105 6000; Fax:080-6105 640W6

website: www.qesscorp.com; E-mail: investor@qesscorp.com

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)
Eleventh Annual General Meeting – July 26, 2018 at 11:30 a.m.

PROXY FORM

Name of the Member(s):		Email Id:												
Registered address:		Folio No./ *Client Id:												
		*DP Id:												
		No. of shares held												

* Applicable for Members holding shares in electronic mode.

I/ We, being the Members of _____ Shares of Qess Corp Limited (the Company) hereby appoint

1)	Name: _____ _____ _____	Address: _____
	Email id: _____ _____ _____	Signature: _____ or failing him
2)	Name: _____ _____ _____	Address: _____
	Email id: _____ _____ _____	Signature: _____ or failing him
3)	Name: _____ _____ _____	Address: _____
	Email id: _____ _____ _____	Signature: _____ or failing him

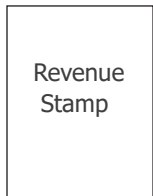
- as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Eleventh Annual General Meeting (AGM) of the Company, to be held on Thursday, July 26, 2017 at 11.30 a.m. at Spring Hall, Hotel Royal Orchid, #. 1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru, Karnataka 560008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
1	Adoption of financial statements (including consolidated financial statements) of the Company for financial year ending March 31, 2018 and the reports of the Board and Auditors thereon
2	Appointment of Mr. Subrata Kumar Nag (DIN: 02234000), as a director liable to retire by rotation.
3	Appointment of Deloitte Haskins & Sells LLP as the Statutory Auditors of the Company
4	Revision in Commission payable to Independent Directors
5	Appointment of Mr. Subrata Kumar Nag (DIN: 02234000) as the Executive Director & Chief Executive Officer of the Company
6	Re-appointment of Mr. Ajit Abraham Isaac ("Ajit Isaac") (DIN: 00087168) as the Chairman & Managing Director of the Company
7	Fixation of fees under Section 20 of the Companies Act, 2013

Signed this day of 2018.

Signature of Shareholder:

Signature of Proxy holder(s) :



Notes:

1. This form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the Eleventh Annual General Meeting.
2. A person can act as Proxy on behalf of Members up to and not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. Further, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such a person shall not act as proxy for any other person or Member.
3. It is optional for a Member to indicate his/her preference against the Resolutions. If a Member leaves the 'For' or 'Against' column blank against any or all Resolutions, his/her proxy will be entitled to vote in the manner as he/ she may deem appropriate.



Quess Corp Limited
CIN: L74140KA2007PLC043909
Regd Office: 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru, 560103.
 Tel:080-6105 6000; Fax:080-6105 6406
 website: www.uesscorp.com; E-mail: investor@uesscorp.com

ATTENDANCE SLIP

Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)
 Eleventh Annual General Meeting – July 26, 2018 at 11.30 am

Registered Folio No./*												
Client Id:												
*DP Id:												
No. of shares held												
Name of the Member												
Name of the Proxy holder												

* Applicable for Members holding shares in electronic mode.

I certify that I am a Member/ Proxy holder for the Member of Quess Corp Limited (“the Company”).

I hereby record my presence at the Eleventh Annual General Meeting (AGM) of the Company to be held at on Thursday, the July 26, 2018 at 11.30 pm at Spring Hall, Hotel Royal Orchid, # 1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru, Karnataka 560008.

Signature of Member/ Proxy holder:.....

Notes:

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
2. Members/ Proxies are requested to bring this attendance slip and Annual Report for reference at the Meeting. Duplicate attendance slip and Annual Report shall not be issued at the AGM.

ROUTE MAP TO THE AGM VENUE

FROM DOMLUR BUS STOP, DOMLUR

Domlur Bus Stop

HAL Airport Rd, Domlur, Bangalore, Karnataka, India

1. Head east on HAL Airport Rd Pass by Traffic Signal (on the right)	400 m
2. Continue onto Old Airport Rd Pass by Ashok Deluxe Bar And Restaurant (on the left in 350 m)	800 m
3. Make a U-turn at Traffic Signal Pass by (State Bank of hyderabad) on the left in 300 m)	350 m
4. Turn left at Richies Rahman's onto Golf View Ave Pass by Krishik Sarvodaya Fondaton (on the left)	350 m
5. Turn right Destination will be on the left Hotel Royal Orchid, 1,Golf Avenue, Adjoining Golf Course, Airport road Golf View Avenue, Kodihalli, Bangalore, Karnataka, India	52 m

