

February 28, 2022

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

National Stock Exchange of India Limited
Exchange Plaza, Bandra- Kundra Complex,
Bandra (East),
Mumbai – 400 001
NSE Symbol – QUESS

Dear Sir / Madam,

Sub: Postal Ballot Notice

This is in continuation to our letter dated February 10, 2022, please find enclosed the Postal Ballot Notice dated February 10, 2022 seeking the approval of members by way of necessary resolutions, as applicable.

In compliance with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020, General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on the cut-off date, i.e., **Friday, February 18, 2022**

The Company has engaged Link Intime India Private Limited (“**Link Intime**”) for the purpose of providing remote e-voting facility. The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, March 01, 2022 and ends at 5.00 p.m. (IST) on Wednesday, March 30, 2022. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

Members may note that this Postal Ballot Notice will also be available on the Company’s website www.quesscorp.com and on the website of Link Intime: <https://instavote.linkintime.co.in>

This is in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take the same on your records.

Yours sincerely,
For Quess Corp Limited

Kundan K Lal
Company Secretary and 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



QUESS CORP LIMITED

CIN: L74140KA2007PLC043909

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

Website: www.quessecorp.com, e-mail: investor@quessecorp.com

Tel: 080 6105 6001, Fax: 080 6105 6406

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to and in compliance with the provisions of Section 108 and 110 other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020, General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs ((hereinafter collectively referred to as **"MCA Circulars"**), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), for seeking the consent of the members, to pass the proposed resolutions appended below by way of ordinary or special resolution, as the case may be, respectively by the members of the Company through Postal Ballot only by voting through electronic means (**"remote e-voting"**). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on the cut-off date, i.e., **Friday, February 18, 2022**. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. Shareholders are requested to read the instructions in the Notes under the section **"Voting Instructions"** in this Postal Ballot Notice to cast their vote electronically.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

The Company has engaged Link Intime India Private Limited (**"Link Intime"**) for the purpose of providing a remote e-voting facility.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company (**"the Board"**) at its meeting held on February 10, 2022 has appointed Mr. S. N. Mishra (FCS 6143/C.P. No. 4684) Proprietor, M/s. SNM & Associates, Practicing Company Secretaries, Bengaluru as the Scrutinizer for conducting the postal ballot through the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as such.

The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, March 01, 2022 and ends at 5.00 p.m. (IST) on Wednesday, March 30, 2022. The e-voting module will be disabled/blocked after business hours i.e. at 5.00 PM on Wednesday, March 30, 2022 for voting by the Members. Shareholders are requested to cast their vote through the remote e-voting process not later than 5.00 P.M. on March 30, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder. Once the vote on a resolution is cast by a shareholder, it cannot be changed subsequently.

The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on or before Friday, April 01, 2022.

The results, together with the Scrutinizer's report, will be displayed at the registered office and on the website of the Company i.e., www.quessecorp.com and also on the website of Link Intime i.e., <https://instavote.linkintime.co.in> besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed. The resolutions, if approved, shall be deemed to have been duly passed on the last date of e-voting i.e., **Wednesday, March 30, 2022** and will become effective on and from the date mentioned herein.

The resolutions for the purpose as stated herein below is proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

Item No. 1- To appoint Mr. Guruprasad Srinivasan (DIN: 07596207) as a 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 Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being

in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Guruprasad Srinivasan (DIN: 07596207), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") with effect from February 10, 2022 on the Board of the Company, who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company, designated as a Whole-time Director in the category of Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and are hereby authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution."

Item No. 2 - To appoint Mr. Guruprasad Srinivasan (DIN: 07596207) as a Whole-Time Director and Group Chief Executive Officer of the Company and approval of the terms of appointment

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 2(94), 190, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in terms of Articles of Association of the Company and based on recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their respective meetings held on February 10, 2022 and subject to such approvals, permissions and sanctions, as may be required, the approval of the shareholders be and is hereby accorded for the appointment and remuneration of Mr. Guruprasad Srinivasan (DIN: 07596207) designated as a Whole Time Director in the category of Executive Director of the Company, for a period of 3 (three) years with effect from February 10, 2022 and Group Chief Executive Officer of the Company, on such terms and conditions including remuneration as set out in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration from time to time, based on the recommendations of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay him remuneration by way of salary, perquisites and other allowances as specified in the explanatory statement in accordance with the limits specified in Section II of Part II of Schedule V of the Act (as amended from time to time), as minimum remuneration.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take such steps as may be necessary for obtaining requisite approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the aforesaid Resolution."

Item No. 3- To alter the Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 ("**the Act**") read with Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other regulatory authorities, if required or as may be applicable, the consent of the members be and is hereby accorded to alter the Articles of Association of the Company in the manner as set out herein below:

- A. Deletion of preamble in the first page of the Articles as this is no longer required since Part II has become redundant and inessential.
- B. Few definitions in Article 2, namely, Promoters, Independent Directors, Listing Agreement, etc. have been amended:
 - "Independent Director" shall mean an independent director as defined under the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time.
 - "Listing Agreement" means the agreement entered into with the stock exchanges in India, on which a company's shares are listed pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- C. To align AOA with the amendments brought out vide the Companies (Amendment) Act, 2015 no. 21 of 2015 dated May 25, 2015 in the Companies Act, 2013 read with the Rules framed thereunder with respect to the requirement of Common Seal. Pursuant to these Amendments, the requirement of Common Seal has become optional for the Companies. Therefore, Article 85 is being substituted as under:
 - (a) The Common Seal of the Company, if required to be affixed, shall be affixed to any instrument(s), in the presence of any one of Directors of the Company and/or Chief Financial Officer and/or Company Secretary and/or Compliance Officer of the Company or such person(s) as the Board or aforesaid persons may appoint for the purpose and who shall sign every instrument to which the Seal of the Company is so affixed in their presence.

- (b) Notwithstanding anything contained in the article, the use of the Seal of the Company shall not be a mandatory requirement for authenticating any instrument or document by the Company.
- (c) SEAL ABROAD - The Company shall also be at liberty to use an official seal in any territory, district or place outside India.

D. Articles 58, 60 and 64 of AOA relating to Appointment of Directors and matters incidental thereto have been amended appropriately.

Article 58: One-Third of Directors to Retire every year:

At the Annual General Meeting of the Company to be held in every year, one-third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the Directors appointed as Independent Director(s) under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one-third shall retire from office under this Article.

Article 60: Company may increase or reduce the number of directors:

Subject to Article 42 and Sections 149, 152 and 164 of the Act, the Company may, by necessary resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may, (subject to the provisions of Section 169 of the Act), remove any Director before the expiration of his period of office and appoint another qualified in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

Article 64: Provisions to which Managing Director(s)/Whole-Time Director(s)/ Executive Director(s)/ Manager are subject:

Notwithstanding anything contained herein, a Managing Director(s)/whole-time director(s)/executive director(s)/manager shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s) / whole-time director(s) / executive director(s) / manager.

RESOLVED FURTHER THAT the Board of the Company be and is hereby severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, proper, expedient or desirable in connection with or incidental for giving effect to the above resolution, including but not limited to completing the necessary formalities relating to filing of necessary statutory forms and any other relevant documents in relation to alteration of the articles of association of the Company, providing certified true copies of this resolution and the amended articles of association of the Company and undertaking all matters incidental and ancillary thereto as may be required to be complied with by the Company."

**By Order of the Board of Directors
For Quess Corp Limited**

**Place: Bengaluru
Date: February 10, 2022**

**Kundan K Lal
Vice President and Company Secretary**

Registered Office:
Quess Corp Limited
3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru 560103
Tel: +91-80-6105 6001
Email: investor@quesscorp.com
Website: www.quesscorp.com

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Act read with Regulation 17(11) of the Listing Regulations setting out material facts concerning the business under Item Nos. 1, 2 and 3 of the accompanying Notice are annexed hereto. The relevant details as required under Regulation 26(4) and Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director, under Item Nos. 1 and 2 are also annexed hereto.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members who have registered their email addresses with their depository participants (in case of shares held in Demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form).
3. Members may note that this Postal Ballot Notice will also be available on the Company's website www.quessecorp.com websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of Link Intime: <https://instavote.linkintime.co.in>
4. In compliance with Section 108 of the Act, the Rules made thereunder and in terms of Regulation 44 of the Listing Regulations, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services. The instructions for electronic voting are annexed to the Notice. The Company has availed the services of Link Intime for providing the necessary remote e-voting platform to the members of the Company.
5. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on, Friday, February 18, 2022 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
6. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through a remote e-voting.
7. All the documents related to the abovementioned resolutions including the amended Articles of Association of the Company are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 am to 1:00 pm till Friday, March 25, 2022.
8. For e-voting, please read carefully the "**Instructions for shareholders to vote electronically**" enumerated herein:

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", the e-voting process has been enabled to all the individual Demat account holders, by way of single login credential, through their Demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.

INSTRUCTIONS FOR SHAREHOLDERS TO VOTE ELECTRONICALLY:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under the 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see the e-Voting services under Value added services. Click on "Access to the e-Voting" under the e-Voting services and you will be able to see the e-Voting page. Click on the Company name or the e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. • If the user is not registered for IDeAS e-Services, an option to register is available at https:// eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or a mobile. Once the home page of the e-Voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the Company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none"> Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach the e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be able to see the E-Voting Menu. The Menu will have link of the e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a link on the www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in Demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. Once login, you will be able to see the e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or the e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Physical mode & e-voting service Provider is Link Intime	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on "Sign Up" under the 'SHAREHOLDER' tab and register with the following details:- <ul style="list-style-type: none"> A. User ID: Shareholders/members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p>Shareholders/members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <ul style="list-style-type: none"> Set the password of your choice (the password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click "confirm" (Your password is now generated). Click on 'Login' under 'SHAREHOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour/Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney, etc. together with the attested specimen signature of the duly authorized representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in Demat mode:

In case shareholders/members holding securities in Demat mode have any technical issues related to login through Depository i.e. NSDL/CDSL, they may contact the respective helpdesk given below:

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: Tel: 022 – 4918 6000.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e- Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHAREHOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits), etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in Demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the above-mentioned depository/ depository participant's website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of times till they have voted on the resolution(s) for a particular "Event".

General Guidelines:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available as mentioned above to reset the password
2. In case the shareholders have any queries or issues regarding the e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>
3. All Investor Queries/Complaints/Grievances may be addressed to the Secretarial Department at the Registered and Corporate Office of the Company or by sending an e-mail to investor@quesscorp.com.

Members can also write to M/s Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company, having their office at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083 or send an e-mail to rnt.helpdesk@linkintime.co.in.
4. The SEBI vide its Circulars dated November 3, 2021 and December 14, 2021, has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities.

Effective January 1, 2022, Grievance Redressal / Service Requests can be availed with the RTA only after the required Documents / Complete data as mandated are furnished for physical folios.

Further, if any one of the cited documents / details as enunciated in the said circular are not registered with Company / RTA, within March 31, 2023, such the folios shall be frozen by the Company / Registrar and Share Transfer Agent of the Company (RTA).

It is also mandatory to link PAN with the Aadhar number, as per the Central Board of Direct Taxes (CBDT) by March 31, 2022. Security holders who are yet to link the PAN with Aadhar number are requested to get the same done before March 31, 2022. The securities held in folios which have no PAN registered against the same/ have invalid PAN registered on our records, as on the notified cut-off date on March, 31, 2022 or any other date as may be specified by the CBDT, shall also be frozen.

EXPLANATORY STATEMENT ANNEXED TO NOTICE

[PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013]

Item No. 1 & 2:

On the basis of the recommendation of the Nomination and Remuneration Committee ("**NRC**"), the Board of Directors at its Meeting held on February 10, 2022 appointed Mr. Guruprasad Srinivasan, as an Additional Director designated as a Whole-time Director in the category of Executive Director ("**ED**") of the Company with effect from February 10, 2022, for a period of 3 (three) years, subject to the approval of the shareholders in terms of Section 161(1) of the Act, and is eligible to be appointed as a Director of the Company, liable to retire by rotation. The Board, at the same meeting, approved his appointment as a Group Chief Executive Officer ("**CEO**") of the Company with effect from February 10, 2022.

The Company has received from him (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) Notice of interest in Form MBP-1 in terms of Section 184(1), and other applicable provisions of the Act.

Pursuant to the provisions of Sections 149, 152, 196, 203 and all other applicable provisions of the Act, and the Companies (Appointment and Qualifications of Directors) Rules, 2014, it is proposed to appoint him as the Director of the Company.

Further, pursuant to Sections 197 and 198 read with Schedule V of the Act, and other applicable provisions, if any, and relevant rules made thereunder, and other applicable enactments, as amended from time to time, basis the recommendation of the NRC, it is proposed to appoint him as the ED of the Company for a period of 3 (three) years. The principal terms and conditions of his appointment as ED and the main clauses of the terms of the employment executed between him and the Company are as follows:

A. Tenure of Appointment:

The appointment is for a period of 3 (three) years commencing from February 10, 2022.

B. Nature of Duties:

He shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/ or subsidiaries, including performing duties as assigned to him from time to time by serving on the Boards of such associated companies and/ or subsidiaries or any other executive body or any Committee of such a Company.

C. Remuneration:

Total Fixed Cost to the Company per annum: ₹ 12.5 million per annum (Includes Basic, HRA, Special Allowance, PF Contribution and flexi benefits) Any increments in remuneration shall be decided by the Board based on the recommendations of the NRC on the basis of his performance parameters taking into account the Company's performance, within the Schedule V of the Act. In addition to Salary, Benefits, Perquisites and Allowances, he would be paid a target Variable Compensation of ₹ 6.25 million per annum which will be based on actual performance and prevailing company policy, business and/ or individual performance or any incentive program/policies that will be put in place in line with the employment terms. The frequency of this variable pay may be Annual or Bi-Annual as may be determined by the Board of Directors on the recommendation of the NRC, subject to the overall ceilings stipulated in Section 197 of the Act. An indicative list of factors that may be considered for determining the extent of commission/incentive remuneration by the Board as recommended by the NRC are:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
- Industry benchmarks of remuneration.
- Performance of the individual

D. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, wherein any financial year during his tenure, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to the approval of the Board within the ceiling approved by the shareholders and limits laid down under Schedule V of the Act, or any modification(s) thereto.

E. Insurance:

The Company has taken an appropriate Directors' and Officers' Liability Insurance Policy and pays the premiums for the same. It is intended to maintain such insurance cover for the entire term, subject to the terms of such policy in force, from time to time.

F. Stock Option:

The Company has established "Quess Stock Ownership Plan- 2020" ("**QSOP 2020 /Plan**") with effect from March 31, 2021. Under this plan, the NRC had approved a grant of 152,320 restricted stock units ("**RSU**") to him in the meeting held on May

11, 2020, subject to applicable law and terms and conditions of the Plan. 18,276 RSUs have been vested as on February 10, 2022 and can be exercised within 3 years of the vesting of the same. The remaining 134,044 RSUs shall be vested as per terms of QSOP 2020 in the next 5 years upon fulfilment of performance criteria of the Group as well as individual Business Units. The performance parameters will include achievement of EBITDA, ROE, OCF and digital-led revenue. This will also include non-financial parameters such as business leadership (e.g., diversity, attrition, and individual leadership qualities). NRC will set specific criteria for aforesaid performance parameters on a year-to-year basis.

G. Other terms of Appointment:

- a. All other terms and conditions of appointment as specified in the employment terms executed by the Company with Mr. Guruprasad Srinivasan as the ED of the Company will remain unchanged.
- b. He shall not become interested or otherwise concerned, directly or through his spouse and /or children, in any selling agency of the Company.
- c. His terms and conditions of the appointment may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between him and the Board, subject to such approvals as may be required.
- d. The appointment may be terminated by either party by giving to the other party appropriate notice of such termination or the Company.
- e. In the event he is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- f. Upon the termination by whatever means of his employment:
 - i. He shall immediately cease to hold office held by him in any subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustees of any trust connected with the Company.
 - ii. He shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- g. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to him unless specifically provided otherwise.
- h. He is appointed as a Director by virtue of his employment in the Company and his appointment shall be subject to the provisions of Sections 164 and 167 of the Act.
- i. The terms and conditions of his appointment also include clauses pertaining to the adherence of Quess Code of Conduct, no conflict of interest with the Company, protection and use of intellectual properties, non-solicitation post-termination of terms of employment and maintenance of confidentiality.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of his appointment and remuneration as specified above, are now placed before the Members for their approval.

Pursuant to the BSE circular No. LIST/COMP/14/2018-19 dated June 20, 2018, we hereby affirm that Mr. Guruprasad Srinivasan is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India order or any other such authority.

The disclosures relating to Mr. Guruprasad Srinivasan as required under the provisions of the Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an Annexure to the Notice.

The Board recommends the necessary resolutions as set out in Item No. 1 and 2 respectively in the Notice for approval by the members.

Except the aforementioned Director whose appointment is proposed, none of the other Directors or Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in these resolutions, by virtue of his directorship and to the extent of his shareholding in the Company.

The above may also be treated as an abstract of the terms of the contract of appointment of Mr. Guruprasad Srinivasan as ED of the Company and a memorandum as to the nature of concern and interest of the Directors in the said appointment, as required under Section 190 of the Act.

Additional information, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings, in respect of the Director seeking appointment/ reappointment at AGM:

Name of Director	Mr. Guruprasad Srinivasan
Age	45 years
Date of First Appointment	February 10, 2022
Qualifications	He is a Stanford Ignite Graduate from the Stanford University Graduate School of Business, in addition to having a Master's in Business Administration.

Experience and Expertise in specific functional areas	<p>He is the Whole-time Director (Executive Director) and Group CEO of the Company. A founding member, Guru was the fourth employee of the company. He has more than 25 years of experience of industry experience, including leadership roles at GE Health, Hewitt Associates and People One Consulting. Over the years at Quess, Guru has built the Work Force Management Platform to be an industry-leading one, set up the Shared Services Centre, integrated the Asset Management Business, and has been part of the team that takes key decisions at the Corporate level.</p> <p>A natural leader, he has a keen interest in photography and restoring Vintage vehicles.</p>
Directorship and Membership of Committees of the Board held in other listed companies along with listed entities from which the person has resigned in the past three years	<p>Directorship:</p> <p>Allsec Technologies Limited</p> <p>Membership:</p> <p>Risk Management Committee of Allsec Technologies Limited</p> <p>Directorship in listed entities from which the person has resigned in the past three years:</p> <p>NIL</p>
Directorships held in other public limited companies	<ol style="list-style-type: none"> 1. Conneqt Business Solutions Limited 2. Qdigi Services Limited
Relationship with other Directors and Key Managerial Personnel	Nil
Number of shares held as on February 10, 2022	100,533 equity shares
Terms and conditions of appointment	The terms and conditions of appointment shall be governed by the resolution as set out in the notice of this postal ballot.

Item No. 3:

In order to align with the provisions of Section 14 of the Act and to meet the Companies administrative requirements which fall within the ambit of the Act, and the Listing Regulations, it is proposed to amend the Articles of Association ("AOA") of the Company as follows:

Article Number	Existing Article reference as per old AOA	New article reference as per New AOA	Remarks
Preamble	The Articles of Association of the Company comprise of two parts, Part I and Part II, which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency or contradiction, conflict or overlap between Part I and Part II, the provisions of Part II shall be applicable. However, Part II with exception of Clause 119 shall automatically terminate and cease to have any force and effect from the date of listing of shares of the Company on a stock exchange in India subsequent to an initial public offering of the Equity Shares of the Company without any further action by the Company or by the shareholders.		Deletion of preamble in the first page of the Articles as this is no longer required since Part II has become redundant and inessential.

Article Number	Existing Article reference as per old AOA	New article reference as per New AOA	Remarks
2. (dd) (gg)	Definitions: <ul style="list-style-type: none"> • "Independent Director" shall mean an independent director as defined under the Act and under clause 49 of the Listing Agreement. • "Listing Agreement" means the agreement entered into with the stock exchanges in India, on which a company's shares are listed. 	<ul style="list-style-type: none"> • "Independent Director" shall mean an independent director as defined under the Act and under Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013. • "Listing Agreement" means the agreement entered into with the stock exchanges in India, on which a company's shares are listed pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/ circulars as may be issued by SEBI from time to time. 	<p>Change in the regulation as per SEBI (LODR) Regulations, 2015 and addition of relevant section under the Companies Act, 2013.</p> <p>Addition of the sentence "pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/ circulars as may be issued by SEBI from time to time."</p>
58.	(b) One-Third of Directors to Retire every year: <p>At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the managing Director or whole-time Director(s), appointed or the Directors appointed as a Debenture Director, or the Directors appointed as Independent Director(s) under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.</p>	<p>At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the Directors appointed as Independent Director(s) under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.</p>	<p>Amended the existing clause relating to Directors liable to retire by rotation in conformity with Section 152 of the Companies Act, 2013.</p>
60.	(c) Company may increase or reduce the number of directors.: <p>Subject to Article 42 and Sections 149, 152 and 164 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may, (subject to the provisions of Section 169 of the Act), remove any Director before the expiration of his period of office and appoint another qualified in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.</p>	<p>Subject to Article 42 and Sections 149, 152 and 164 of the Act, the Company may, by Necessary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may, (subject to the provisions of Section 169 of the Act), remove any Director before the expiration of his period of office and appoint another qualified in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.</p>	<p>Have substituted the word "Ordinary" with "Necessary" because as per the new amendment effective January 01, 2022, Independent Directors are to be appointed, reappointed and removed via special resolution.</p>

Article Number	Existing Article reference as per old AOA	New article reference as per New AOA	Remarks
64.	<p>(d) Provisions to which Managing Director(s)/Whole Time Director(s)/ Executive Director(s)/ Manager are subject:</p> <p>Notwithstanding anything contained herein, a Managing Director(s)/whole time director(s)/executive director(s)/ manager shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s) / whole time director(s) / executive director(s) / manager, and if he ceases to hold the office of a Managing Director(s) / whole time director(s) / executive director(s)/ manager he shall ipso facto and immediately cease to be a Director.</p>	<p>Notwithstanding anything contained herein, a Managing Director(s)/ whole-time director(s)/executive director(s)/manager shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s) / whole time director(s) / executive director(s) / manager.</p>	<p>Deleting the last line as the same is not in conformity with the Companies Act, 2013.</p>
85.	<p>Seal</p> <p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board, previously given.</p> <p>(b) The Company shall also be at liberty to have an official Seal(s) in accordance with Section 50 of the Companies Act, 1956, for use in any territory, district or place outside India.</p> <p>(c) Every deed or other instrument to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney, be signed by (i) 2 (two) Directors or (ii) by 1 (one) Director and the Secretary or (iii) by 1 (one) Director and any other person as may be authorised by the Board for that purpose.</p>	<p>(d) The Common Seal of the Company, if required to be affixed, shall be affixed to any instrument(s), in the presence of any one of the Directors of the Company and/ or Chief Financial Officer and/ or Company Secretary and/or Compliance Officer of the Company or such person(s) as the Board or aforesaid persons may appoint for the purpose and who shall sign every instrument to which the Seal of the Company is so affixed in their presence.</p> <p>(e) Notwithstanding anything contained in the clause, the use of the Seal of the Company shall not be a mandatory requirement for authenticating any instrument or document by the Company.</p> <p>(f) SEAL ABROAD - The Company shall also be at liberty to use an official seal in any territory, district or place outside India.</p> <p>E.</p>	<p>To align the AOA with the amendments brought out vide the Companies (Amendment) Act, 2015 no. 21 of 2015 dated May 25, 2015 in the Companies Act, 2013 read with the Rules framed thereunder with respect to the requirement of Common Seal. Pursuant to these Amendments, the requirement of Common Seal has become optional for the Companies. Therefore, this clause has been substituted accordingly.</p>

Article Number	Existing Article reference as per old AOA	New article reference as per New AOA	Remarks
86.	Accounts: Statements/Annexures which needs to be attached to the Boards report of the Annual report which needs to be laid before a company in general meeting	<ul style="list-style-type: none"> the web address, if any, where annual return referred to in sub-section (3) of section 92 has been placed; details in respect of frauds reported by auditors under sub-section (12) of section 143 other than those which are reportable to the Central Government; in case of a listed company and every other public company having such paid-up share capital as may be prescribed, a statement indicating the manner in which formal annual evaluation of the performance of the Board, its committees and of individual directors has been made; 	Added the items which needs to be mentioned in the Boards reports under Section 134 of the Companies Act, 2013 which were added under the aforesaid sections pursuant to amendments in the said section. Deleted the below item as the same has been omitted vide Substituted vide Companies (Amendment) Act, 2017 dated 03.01.2018 w.e.f., 31.07.2018: "the extract of the annual return as provided under sub-section (3) of Section 92 of the Act"

These amendments are procedural and for the smooth working of business of the Company.

The Board of Directors at its meeting held on February 10, 2022 has approved the alteration of Articles of Association of the Company, subject to the approval of the members of the Company by way of postal ballot. It is proposed to adopt the articles/ clauses contained in the amended Articles of Association as stated above.

Pursuant to Section 14 and other applicable provisions, if any, of the Act, approval of the members of the Company by way of special resolution is necessary for the proposed alteration of Articles of Association of the Company.

A copy of the Articles of Association of the Company with the proposed alteration is available for inspection at the Registered Office of the Company on any working day during the business hours and is also uploaded on the website of the Company for your easy reference.

The Board of Directors recommends the special resolution as set out in Item No. 3 for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company are in any way interested or concerned, financially or otherwise in this resolution.

**By Order of the Board of Directors
For Quess Corp Limited**

**Place: Bengaluru
Date: February 10, 2022**

**Kundan K Lal
Vice President and Company Secretary**

