



QUESS CORP LIMITED
POLICY ON BOARD DIVERSITY
Version No. 2 Dated April 17, 2019

On the recommendations of Nomination and Remuneration Committee, approved by the Board of Directors of Quesse Corp Limited on May 17, 2016 and revised by the Board of Directors on April 17, 2019.

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1. Preamble

The Securities and Exchange Board of India (“SEBI”) issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter referred to as the “LODR Regulations”) on May 09, 2018, effective from April 01, 2019, with an aim to set out the Company’s approach to ensuring adequate diversity in its Board of Directors (the “Board”) and is devised in consultation with the Nomination and Remuneration Committee (the “Committee”) of the Board.

Quess Corp Limited (including its subsidiaries, affiliates, associate(s), joint venture(s), group company(ies) (hereinafter referred as the “Company”) believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour and in complete compliance of laws, as amended from time to time.

Meaning of Diversity:

The term “Diversity” of the Board has not been defined. Diversity is achieved, more particularly functionally, residence and gender wise, whereby the Board has to have an optimum combination of executive, non-executive, independent, resident/ non-resident director(s), woman director(s), & small shareholders director(s) in terms of law and corporate governance. The individuals of the Board should be diverse in background, education, experience, knowledge, thoughts, perspective, functional expertise, independence, age and gender.

2. Date of coming into force of the policy

This policy will come in to force upon approval by the Board.

3. Scope

The Policy applies to the Board only and does not apply to diversity in relation to the employees of the Company.

4. Objective

The purpose for achieving diversity on the Board of Directors of the Company is for the benefits of:-

- a) Enhancement of the quality of performance of the Board.
- b) Eradicate the gender bias in the Board.
- c) Achievement of sustainable and balanced performance and development in the Company.
- d) Support the attainment of strategic objectives of the Company
- e) Compliance of applicable law(s) and good corporate practices.

5. Board diversity

The Company recognizes and believe that a diverse Board will enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making. In order to ensure that the Company’s boardroom has appropriate balance of skills, experience and diversity of

perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to skills, qualification, industry experience, expertise, knowledge, background, ethnicity, gender and other distinguished qualities, etc. necessary for driving business results, achieving competitive advantage, effective corporate governance, and sustainable and balanced development. The Company also maintains that Board appointments should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole taking into account discrete characteristics reflected in the Individual members, that the Board might consider relevant to function effectively and efficiently.

The Policy shall conform to the following two principles for achieving diversity on the Board:

- a) Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- b) For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

The composition of the Board shall be in accordance with the Articles of Association of the Company, the Companies Act, 2013, LODR Regulations as well as other statutory, regulatory and contractual obligations of the Company.

In the process of attaining a diverse Board based on the aforementioned criteria, the following norms needs to be assessed:

I. Optimum composition

- a) The Board shall have an optimum combination of Executive and Non-executive Directors and not less than fifty per cent of the Board of Directors shall comprise of Non-executive Directors.
- b) At least half of the Board should comprise of Independent Directors (where the Chairman of the Board is Executive) or at least one-third of the Board should comprise of Independent Directors (where the Chairman of the Board is Nonexecutive). The Chairman of the Board shall be a Non- executive Director and not related to the Managing Director or the Chief Executive Officer.
- c) The Company shall have at least one Independent Woman Director on the Board to ensure that there is no gender inequality on the Board.
- d) The Board shall comprise of atleast six members.

II. Functional diversity

- a) Appointment of Directors to the Board of the Company should be based on specific needs and business of the Company. Appointment should be done based on the qualification, knowledge, experience and skill of the proposed appointee which is relevant to the business of the Company.
- b) Knowledge and experience in domain areas such as Finance, Legal, Risk Management, Education sector, other Industry etc., should be duly considered while making appointments to the Board level.
- c) While appointing Independent Directors, care should be taken as to the criteria of independence of the proposed appointee.

- d) Directorships in other companies may also be taken into account while determining the candidature of a person.

III. **Stakeholder diversity**

The Company may also have Directors on its Board representing the interest of any financial institution or any other person in accordance with the provisions of its Articles of Association and/ or any agreement between the Company and the nominating agency.

6. **Role of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee (“NRC”), *inter alia*, is responsible for reviewing and assessing the composition of the Board as well as identifying the Managing Director or the Chief Executive Officer.

While all appointments to the Board will continue to be made on merit, the Committee will consider the benefits of diversity in identifying and recommending persons for Board membership, as well as in evaluating the Board and its individual members.

7. **Review and Amendment**

Board evaluation is not a static process and requires periodical review for improvement. The Committee shall review this policy on a periodic basis and recommend revisions to the Board for consideration and approval.

Based on the recommendations of the NRC and/ or to ensure compliance with regulatory requirements, the Board shall amend this policy. The Board shall have the power to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy.

8. **Disclosure**

The necessary disclosure, if any, about the policy will also be made as per the requirements of LODR Regulations and Companies Act, 2013.

This Policy shall be uploaded on the Company’s website www.quescorp.com.
