



QUESS CORP LIMITED

Corporate Social Responsibility Policy

1. Introduction:

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

The Company has been implementing its CSR projects through Quess Foundation or Careworks Foundation (CWF), non-profit initiatives with a vision to actively contribute to the welfare of the community and create a positive impact in the lives of people. Recently, the Company has established Quess Foundation for undertaking similar activities under CSR.

Corporate Social Responsibility (CSR) will continue to be a key focus area, reflecting the Company's dedication to creating a positive impact on society and the environment.

While implementing CSR initiatives, the Corporate Social Responsibility Committee ('CSR Committee' or 'Committee') shall ensure compliance with the applicable provisions of the Companies Act, 2013 (the Act), and the corresponding rules and regulations, as amended from time to time, in alignment with the guiding principles of this policy.

2. Applicability:

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

3. Vision:

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

4. Focus Areas:

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

1. Health: Promoting health & wellbeing, school health program to early detection and treatment for physical & mental health, promotion of mental health, support to Medical institutions for enhancing quality care for terminally ill patients.

2. Education: Promoting Quality education through holistic development of government schools, special education and employability programs, strengthening preprimary education.

3. Environment Sustainability: Ensuring environmental sustainability, bio-diversity, ecological balance, protection of flora and fauna, animal welfare, conservation of natural resources, maintaining the quality of soil, air and water and waste management.

5. Terms of reference:

- a) Formulate and recommend to the Board a Corporate Social Responsibility Policy ("CSR Policy") and the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- b) Identifying the areas of CSR activities;
- c) Recommending the amount of expenditure to be incurred on the identified CSR activities;
- d) Implementing and monitoring the CSR Policy from time to time;
- e) Coordinating with Quess Foundation, CareWorks Foundation or other such agencies in implementing programs and executing initiatives as per the CSR Policy of the Company and Annual Action Plans approved by the Committee/ Board;
- f) Reporting progress of various initiatives and making appropriate disclosures on a periodic basis;
- g) Formulate and recommend to the Board, CSR budget and annual action plan in pursuance of its CSR policy;
- h) Review regularly and making recommendations about changes to the charter of the Committee; and
- i) The Committee shall oversee the process of joint CSR efforts in case of collaboration with other company(ies) to ensure that the Company can meet its reporting obligations in this regard.
- j) The Committee shall monitor the administrative overheads in pursuance of CSR activities or projects or programs so that they do not exceed the prescribed thresholds.
- k) The Committee shall formulate the necessary monitoring mechanism to enable the Board to satisfy itself that the funds disbursed for CSR activities or projects or programs have been utilized for the purposes and in the manner, as approved by it.
- l) Disclosures of reasons in the Board's Report, towards unspent CSR amount and adhere to the necessary compliances as prescribed under the Act.
- m) To ensure that the surplus fund that arises from the CSR activities shall not form part of the business profit and only shall be utilized in accordance with the regulatory provisions of the Companies Act, 2013.
- n) To perform such functions or duties as may be prescribed under the Companies Act, 2013, SEBI Listing Regulations and any other applicable laws from time to time and discharge such other functions as may be specifically delegated to the Committee by the Board from time to time.

6. Undertaking CSR activities & mode of implementation:

The focus areas and projects will be prioritized by assessing their needs & potential impact. Quess Foundation, CWF or such other entity will then forward its recommendations to the

CSR Committee. The CSR Committee will deliberate on the proposals and approve proposals for implementation at its discretion. The Company will undertake its CSR activities (projects, Programs or activities) approved by Committee through Quess Foundation, CWF or such eligible Organizations or directly as approved by the CSR Committee.

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

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

The Company will implement the projects/programs either directly or through Quess Foundation, CWF or such eligible organization as per the need of the project / programs.

7. CSR Annual Action Plan:

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

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

8. Monitoring:

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

9. Impact Assessment:

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

10. Treatment of Unspent CSR Amount during the year:

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

As per the provisions of Section 135(5) of the Act, the unspent amount as on end of financial year shall be transferred to a Fund specified in Schedule VII, as regulated by the Government, within a period of six months of the expiry of the financial year.

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

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

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

11. Resources:

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

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

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

12. Composition of the CSR Committee:

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

The Chairperson of the Committee shall be appointed by the Board. In the absence of the Committee Chairperson, the members present at any meeting of the Committee shall elect

one among them to Chair the meeting.

The Company Secretary shall act as the secretary to the committee.

13. Governance:

The Committee is the apex body that oversees the CSR policy and programs. The goals and objectives along with the annual budgets for CSR are discussed and signed off at the beginning of every year with the Committee and its Chairman which is then approved by the Board.

The Committee reviews the approved annual action plan and its progress, effective utilization of the funds, impact of the program as considered relevant by the board CSR Committee periodically.

14. General:

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

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

15. Amendments to the policy:

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

16. Version History:

- The Policy was amended and approved by the Board of Directors on May 26, 2022.
- The Policy was reviewed, amended and approved by the CSR Committee/ Board on May 17, 2023.
- The Policy was reviewed, amended and approved by the CSR Committee and the Board of Directors at their respective meetings held on May 19, 2025.
