



QUESS CORP LIMITED

DIVIDEND DISTRIBUTION POLICY

*APPROVED BY THE AUDIT COMMITTEE ON MAY 16, 2017 AND BOARD OF DIRECTORS OF
QUESS CORP LIMITED ON MAY 16, 2017*

The equity shares of Quess Corp Limited (the 'Company') are listed on BSE Limited and National Stock Exchange of India Limited ("the Stock Exchanges"). As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated this Dividend Distribution Policy.

OBJECTIVE

The Company has an objective of appropriately rewarding shareholders through dividends and long term capital appreciation. As such, the Company would seek to strike the right balance between the quantum of dividend paid and amount of profits retained in the business for various purposes. The Board of Directors will refer this policy while declaring/ recommending dividend on behalf of the Company. By virtue of this policy, the Company would endeavor to maintain a consistent approach to dividend pay-out plans.

GUIDELINES

The Board, pursuant to provisions of section 123 of the Companies Act, 2013 and rules made thereunder, may declare interim dividend or recommend final dividend, payable to the existing shareholders of the Company subject to shareholders' approval.

The Board may consider the following factors for arriving at the quantum of dividend(s) are:

- Free cash flow position,
- Current year profits and outlook in line with the development of internal and external environment.
- Operating cash flows and treasury position keeping in view the total debt to equity ratio.

- Overall market situation and other things as per company's state of profitability.
- Possibilities of alternate usage of cash, e.g. capital expenditure etc., with potential to create greater value for shareholders.

- Providing for unforeseen events and contingencies with financial implications.
- Applicable taxes,

The Board as may deem fit, declare the interim dividend one or more times in a financial year in line with this policy. This would be in order to supplement the annual dividend or in exceptional situations. Whereas, the final dividend is paid once for the financial year after the annual accounts are prepared. The Board of Directors of the Company has the power to recommend the payment of final dividend to the shareholders in an Annual General Meeting.

In case the Board proposes not to distribute the profit; the grounds thereof and information on utilization of the undistributed profit, if any, shall be disclosed to the shareholders in the Annual Report of the Company.

The dividend distribution shall be in accordance with the applicable provisions of the Companies Act, 2013, Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other legislations governing dividends and the Articles of Association of the Company, as in force and as amended from time to time.

DISCLOSURES

This Policy shall be uploaded on the Company's website for public information and the web link of the same shall be provided in the Annual Report of the Company.

AMENDMENTS AND UPDATES

The Key management personnel's (KMPs) or the person authorized by the Board may review this Policy from time to time. Any material changes to this Policy will need prior approval of the Board. In case of any inconsistency between the terms of this Policy, Listing Regulations & Companies Act, the provisions of the Listing Regulations & Companies Act shall prevail.