



QESS 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.quescorp.com; E-mail: agm2023@quescorp.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 16th Annual General Meeting ("AGM") of the members of Qess Corp Limited ("Company") will be held on **Tuesday, September 26, 2023 at 3.30 P.M. IST** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") ("hereinafter referred to as **Electronic Mode**") to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – To receive, consider, approve and adopt Audited Standalone Financial Statements along with the Auditor's Report of the Company for the financial year ended March 31, 2023:

"RESOLVED THAT the audited standalone financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No. 2 – To receive, consider, approve and adopt Audited Consolidated Financial Statements along with the Auditor's Report of the Company for the financial year ended March 31, 2023:

"RESOLVED THAT the audited consolidated financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Statutory Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No. 3 – To appoint Mr. Chandran Ratnaswami (DIN: 00109215) as a Director liable to retire by rotation:

To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for reappointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company be, and is hereby accorded to the reappointment of Mr. Chandran Ratnaswami (DIN: 00109215) as a director, who is liable to retire by rotation."

Item No. 4 – To reappoint M/s Deloitte Haskins & Sells LLP as Statutory Auditors of the Company for a second term of five consecutive years and to fix their remuneration:

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

"RESOLVED THAT pursuant to Sections 139 and 142 of the Companies Act, 2013 ("Act") and other applicable provisions,

if any, of the said Act and the Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018), be and is hereby re-appointed as the Statutory Auditors of the Company for a further consecutive term of five years, from the conclusion of the sixteenth Annual General Meeting till the conclusion of twenty first Annual General Meeting at a remuneration as may be decided by the Audit Committee and/or Board of Directors of the Company, in addition to reimbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively."

SPECIAL BUSINESS:

Item No. 5 – To continue the directorship of Mr. Chandran Ratnaswami (DIN: 00109215) as a Non-Executive Director of the Company beyond the age of 75 years:

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

"RESOLVED THAT pursuant to Regulation 17(1A) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and other applicable provisions, if any, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded for continuation of directorship of Mr. Chandran Ratnaswami (DIN: 00109215) who shall attain the age of 75 years in the next financial year, as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee constituted or to be constituted by the Board) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Item No. 6 – Commission payable to the Independent Directors 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 in accordance with the provisions of Section 197 of the Companies Act, 2013 ('the Act') and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for the payment of commission to the Non-Executive Independent Directors of the Company, for each of the five financial years commencing from 1st April, 2023, upto ₹ 7,50,000 (Rupees Seven Lakhs

Fifty Thousand Only), individually, as the Board of Directors of the Company may determine based on performance and policy framed for this purpose, provided however that the aggregate commission paid to such Directors in a financial year shall not exceed one percent of the net profits of the Company computed in the manner referred to in Section 198 of the Act.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee constituted or to be constituted by the Board) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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

Sd/-
Kundan K. Lal
Vice President and Company Secretary

Date: 02 August 2023

Place: Bengaluru

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder on account of the threat posed by COVID-19”, General Circular no. 20/2020, 02/2021, 21/2021, 02/2022, 10/2022 and 11/2022 dated May 5, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively in relation to “Clarification on holding of AGM through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) and The Securities and Exchange Board of India (“SEBI”) also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (hereinafter together referred as “Circulars”), has permitted the Companies to conduct the AGM through VC/OAVM and the requirement of Regulation 44(4) of the Listing Regulations is dispensed with temporarily. In compliance with these Circulars, the AGM of the Company is being conducted through VC/OAVM facility, which does not require the physical presence of members at a common venue. Accordingly, the facility for the appointment of proxies by the members will not be available for the AGM and hence the Route Map, Proxy Form and Attendance Slip are not annexed to this Notice. The AGM shall be deemed to be held at the Registered Office of the Company at 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru, Karnataka – 560103, as prescribed under the abovementioned circulars.

However, in pursuance of section 112 and section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

2. The recorded transcript of the AGM will be hosted on the website of the Company post the AGM.
3. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents (“RTA”), Link Intime India Private Limited (“LIPL”) for assistance in this regard.
4. To support the ‘Green Initiative’, we urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through e-mail. Members who have not registered their e-mail addresses are requested to register the same with their Depository Participants (“DPs”) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
5. As per the provisions of Section 72 of the Act and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, the facility for making a nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website <https://www.quesscorp.com/investor-other-information/> members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

The Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to the above SEBI Circular in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://www.quesscorp.com/investor-other-information/> Attention of the members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to the above SEBI Circular. Further, members may note that SEBI has mandated the submission of PAN by every participant in securities market.

With effect from 1 January 2022, any service requests or complaints received from the member, are being processed by Registrar and Share Transfer Agents (“RTA”) on receipt of aforesaid details/ documents. On or after 1 October 2023, in case any of the above cited documents/ details are not available in the folio(s), in terms of SEBI circulars, RTA shall be constrained to freeze such Folio(s).

6. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.
7. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.
8. Members seeking any information with regard to financial statements or any matter to be placed at the AGM are requested to write to the Company at agm2023@quesscorp.com on or before 18 September, 2023. The same will be replied by the Company suitably.
9. Regulation 36(1)(b) and (c) of the Listing Regulations and provisions under Section 136 of the Act specifies the Companies to send a hard copy of the statement containing salient features of all the documents to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in terms of the aforesaid Circulars, the requirement of above the specified provisions has been dispensed temporarily. The Company shall not dispatch physical annual report to the shareholders for FY 2022-23 as the Company will convene AGM in electronic mode.
10. Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid Circulars. Members may note that the Notice of AGM and Annual Report for the financial year 2022-23 will also be available on the Company's website www.quesscorp.com and website of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at <https://www.nseindia.com/> and <https://www.bseindia.com/> respectively and also on the website of CDSL at www.evotingindia.com. Members can attend and participate in the AGM through VC/OAVM facility only.
11. At the Eleventh AGM held on July 26, 2018, the members approved the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company to hold office from the conclusion of the Eleventh AGM until the conclusion of the Sixteenth AGM of the Company. They will be completing their first term of five years in the ensuing AGM. The details of their reappointment for second term of five consecutive years forms part of this notice.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 20 September, 2023 to Tuesday, 26 September, 2023 (both days inclusive).
13. The Board of Directors at their meeting held on 31 May 2022 and 09 November 2022 had recommended an interim dividend of ₹4/- and ₹8/- per equity during the financial year ended 31 March 2023 having a face value of ₹10/- each per equity share.
14. As per the Listing Regulations and pursuant to the SEBI circular dated April 20, 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, the interim dividend, which was declared on November 13, 2021 was paid through electronic mode, where the bank account details of the members were available. Where dividend was paid through electronic mode, intimations regarding such remittance were sent separately to the members. In case where the dividend could not be paid through electronic mode, payment was made through demand draft incorporating bank account details of such members, wherever available.
15. Members are requested to note that, if dividend amounts are not encashed for a period of 7 consecutive years from the date of transfer to the Unpaid Dividend Account of the Company, then such unclaimed / unpaid dividend amount shall be liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all shares in respect of which dividend amount has remained unclaimed for 7 consecutive years or more from the date of transfer to the unpaid dividend account shall also be transferred to IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be made available for inspection at the Registered Office of the Company during normal business hours, in accordance with the applicable statutory requirements based on requests received by the Company till the date of AGM.
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
- Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://www.quesscorp.com/investor-other-information/> and on the website of the Company's RTA, LIPL at <https://web.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. In this Notice and Annexure(s) thereto the terms "Shareholders" and "Members" are used interchangeably.

VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to Circular No. 14/2020 dated April 8, 2020, issued by the MCA, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate is entitled to appoint

- authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- II. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2 and the MCA Circulars and SEBI Circulars, the Company is pleased to provide remote e-voting facility ("**remote e-voting**") to all its members to cast their votes on all resolutions set out in the Notice of the AGM through e-voting services provided by CDSL. Additionally, the Company is providing the facility of voting through an e-voting system during the 16th AGM ("**e-voting**").
 - III. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - IV. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - V. The Board of Directors has appointed Mr. S. N. Mishra (Membership No. FCS 6143), M/s SNM & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
 - VI. The remote e-voting period commences on Friday, September 22, 2023 (9:00 A.M. IST) and ends on Monday, September 25, 2023 (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, September 19, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period as mentioned above or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
 - VII. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
 - VIII. The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The voting rights for the shares of the Company are one vote per equity share, registered in the name of the member. A person, whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting through remote e-voting. Any person who is not a member as on the cut-off date and receives this notice shall treat the same for information purposes only.
 - IX. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

INSTRUCTIONS FOR SHAREHOLDERS TO VOTE ELECTRONICALLY:

Step 1: Access through Depositories e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

Details on Step 1 are as below:

Pursuant to aforesaid SEBI Circular, **the** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under '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 e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see 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 e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
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 the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or toll free no. 1800 22 55 33.

Details on Step 2 are mentioned below:

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the Company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for Quess Corp Limited on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; agm2023@quesscorp.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat

account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at agm2023@quesscorp.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cDSLindia.com or call toll free no. 1800 22 55 33.

GENERAL GUIDELINES FOR SHAREHOLDERS:

19. During the voting period, members can login to e-voting platform any number of times till they have voted on all the resolutions for a particular “**Event**”.
20. Shareholders holding multiple folios/Demat account shall choose the voting process separately for each of the folios/Demat account.
21. In case the shareholders have any queries or issues regarding e-voting, please refer to the Frequently Asked Questions (“**FAQs**”) and e-Voting manual available on the CDSL website.

OTHER INSTRUCTIONS:

- a. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 2 working days of the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- b. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.quesscorp.com and the Stock Exchange(s) website immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

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

Sd/-
Kundan K. Lal
Vice President and Company Secretary

Date: 02 August 2023
Place: Bengaluru

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Act read with Regulation 17(11) of the Listing Regulations, the following statement sets out all material facts relating to ordinary business and special businesses mentioned in the accompanying Notice:

Item No. 4 – To re-appoint M/s Deloitte Haskins & Sells LLP as Statutory Auditors of the Company for a second term of five consecutive years and to fix their remuneration:

The Members at the eleventh AGM of the Company held on 26 July, 2018, had approved the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company to hold office from the conclusion of the eleventh AGM till the conclusion of the sixteenth AGM. Consequently, M/s. Deloitte Haskins & Sells LLP will complete their first term of five consecutive years as the Statutory Auditors of the Company at the conclusion of the ensuing AGM.

The Board of Directors of the Company ("Board"), based on the recommendation of the Audit Committee, at its meeting held on 02 August, 2023, unanimously approved the re-appointment of M/s. Deloitte Haskins & Sells LLP as the Statutory Auditors of the Company, for a further consecutive term of five years from the conclusion of sixteenth AGM till the conclusion of twenty first AGM, at a remuneration as mutually agreed between the Board and the Statutory Auditors and recommended the same for approval of the members.

The Board has considered factors such as qualifications, industry experience, competency of the audit team, efficiency in conduct of audit, independence, pending proceedings relating to professional matters of conduct against M/s. Deloitte Haskins & Sells LLP before the Institute of Chartered Accountants of India and before the Courts and were of the view that the qualification and experience of M/s. Deloitte Haskins & Sells LLP is commensurate with the size and requirements of the Company. M/s. Deloitte Haskins & Sells LLP was constituted in 1997 and was converted to a Limited Liability Partnership, Deloitte Haskins & Sells LLP, in November 2013. M/s. Deloitte Haskins & Sells LLP is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). The Firm has around 3,000 professionals and staff. M/s. Deloitte Haskins & Sells LLP has offices in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur, Bhubaneswar and Goa. The registered office of the Firm is One International Center, Tower 3, 27th to 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400013, Maharashtra, India. The firm has been engaged in statutory audits of some of the large companies in the service sector.

The Board of Directors of the Company at its meeting held on 02 August 2023, based on recommendation of the Audit Committee approved a fee of ₹ 1,33,00,000 (Rupees One Crore Thirty Three Lakhs only) for FY 2023-24 plus applicable taxes and reimbursement of out-of-pocket expenses (to be reimbursed at actuals) towards audit services. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations for which fees will be agreed separately (the "Fees"). The Board, in consultation with the Audit Committee shall approve revisions, if any, in the remuneration of the Statutory Auditors for the remaining part of the tenure. The fees exclude the remuneration to be paid to overseas audit firms for the purpose of statutory audit of overseas subsidiaries and remuneration to be paid for other permitted services obtained from the Statutory Auditors. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

M/s. Deloitte Haskins & Sells LLP have consented to their re-appointment as the Statutory Auditors and have confirmed that the re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified to be re-appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Companies Act, 2013 and the Rules framed thereunder.

Approval of the members is sought for re-appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018) as the Statutory Auditors of the Company and to fix their remuneration by means of an Ordinary Resolution.

The Board recommends the resolution as set out at Item No. 4 of the Notice for approval of the members.

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

Pursuant to Regulation 17(1A) of the Listing Regulations, no listed Company shall appoint or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years, unless a special resolution is passed to that effect.

Mr. Chandran Ratnaswami ("Mr. Chandran") will be attaining the age of 75 years in a year. Further, in terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Chandran is liable to retire by rotation and being eligible, offers himself for re-appointment. Based on the recommendation of the Nomination and Remuneration Committee and taking into account Mr. Chandran's seniority, expertise and vast experience, which has immensely benefited the Company, the Board of Directors

considered and approved the continuation of his directorship as a Non-Executive Director of the Company, liable to retire by rotation

The disclosure relating to Mr. Chandran, as required under the Listing Regulations is set out as an Annexure which forms part of this notice.

The Board recommends the special resolution as set out at Item No. 5 of the Notice for approval of the members.

Except Mr. Chandran Ratnaswami, 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 special resolution as set out at Item No. 5 of the Notice.

Item No. 6 – Commission payable to the Independent Directors of the Company:

In terms of Regulation 17 (6) (a) of the Listing Regulations, approval of the members in a general meeting is required for payment of all compensation to the Non-Executive Independent Directors, including Independent Directors. Further, as per section 197(1), the remuneration payable to Directors who are neither managing directors nor whole-time directors shall not exceed one percent of the net profits of the Company, except with the approval of the company in general meeting, by a special resolution. Accordingly, approval of the members by ordinary resolution is required for payment of remuneration to the Non-Executive Independent Directors within the limit of 1% of net profit of the Company.

The members at the AGM of the Company held on July 26, 2018 had approved the payment of a commission not exceeding ₹ 7,50,000 (Rupees Seven Lakhs Fifty Thousand Only) per Independent Director for a period of five years w.e.f. FY 2018-19. Since the five-year term expired in FY 2022-23, the Board of Directors have recommended this resolution for the payment of commission to the Non-Executive Independent Directors of the Company, for each of the five financial years commencing from 1st April, 2023, upto ₹ 7,50,000 (Rupees Seven Lakhs Fifty Thousand Only), individually, as the Board of Directors of the Company may determine based on the performance and policy framed for this purpose, provided however that the aggregate commission paid to such Directors in a financial year shall not exceed one percent of the net profits of the Company computed in the manner referred to in Section 198 of the Act."

As required under the Act, approval of the members is sought for payment of commission to the Non-Executive Independent Directors by way of an ordinary resolution as set out at Item No. 6 to the Notice.

The Board recommends the ordinary resolution as set out at Item No. 6 of the Notice for approval of the members.

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. 6 of the Notice.

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. Chandran Ratnaswami
Age	74 years
Date of First Appointment	January 18, 2016
Qualifications	He holds a Bachelor's degree in Civil Engineering from IIT Madras and an MBA from the Rotman School of Management, University of Toronto
Experience and Expertise in specific functional areas	<p>He is the Chief Executive Officer and Director of Fairfax India Holdings, a company listed on the Toronto Stock Exchange and is also a Managing Director of Hamblin Watsa Investment Counsel, a wholly-owned investment management company of Fairfax Financial Holdings. Hamblin Watsa provides discretionary investment management to all the insurance and reinsurance subsidiaries of Fairfax and currently manages approximately US\$ 50 billion of assets. At Hamblin Watsa, he is responsible for all Fairfax and subsidiary investments in Asia. Prior to joining Hamblin Watsa, he was the owner/president of an industrial distribution company and a senior executive at a large multinational consumer packaged food company.</p> <p>He has driven business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities.</p>
Directorship and Membership of Committees of the Board held in other listed companies	<p>Directorship:</p> <ol style="list-style-type: none"> 1. Thomas Cook (India) Limited; 2. IIFL Finance Limited 3. Chemplast Sanmar Limited <p>Membership:</p> <ul style="list-style-type: none"> • Member of Audit Committee, Nomination & Remuneration, Committee and Risk Management Committee of Thomas Cook (India) Limited
Directorships held in other public limited companies	<ol style="list-style-type: none"> 1. Bangalore International Airport Limited 2. Sanmar Engineering Services Limited 3. National Commodities Management Services Limited 4. Go Digit General Insurance Limited
Relationship with other Directors and Key Managerial Personnel	Nil
Number of shares held as on March 31, 2023	Nil
Terms and conditions of appointment	The terms and conditions of appointment shall be governed by the approval of members as set out in the Notice of the AGM.

NOTE:

Information pertaining to the number of Board Meetings attended during the year 2022-23 has been provided in the Corporate Governance Report forming part of the Annual Report.

**By Order of the Board of Directors of
Ques Corp Limited**

Sd/-
Kundan K. Lal
Vice President and Company Secretary

Date: 02 August 2023
Place: Bengaluru