

**QESS CORP LIMITED**

CIN: L74140KA2007PLC043909

Reg. Office: Qess Tower, Sky Walk Avenue, 32/4, Hosur Road, Roopena Agrahara,
Bommanahalli, Bengaluru– 560068, Karnataka, India

Tel: +91 080-49345666; Email: investor@quesscorp.com

Website: www.quesscorp.com

Dear Members,

Invitation to attend the 18th Annual General Meeting on Friday, August 29, 2025, at 03:30 P.M. (IST)

You are cordially invited to attend the 18th (eighteenth) Annual General Meeting (AGM) of Qess Corp Limited (the Company) scheduled to be held on Friday, August 29, 2025, at 03:30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. The Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

The following outlines the essential particulars of the meeting for your attention:

Sl. No	Particulars	Details
1	Link for participating in the AGM through VC/OAVM and remote e-voting	www.evotingindia.com
2	Helpline number/ e-mail address for VC participation and e-voting	E-mail: helpdesk.evoting@cdslindia.com Tel: 1800 21 09911
3	Cut-off date for Remote e-voting	Friday, August 22, 2025
4	Remote e-voting commencement date	Tuesday, August 26, 2025 at 09:00 A.M. (IST)
5	Remote e-voting end date	Thursday, August 28, 2025 at 05:00 P.M (IST)
6	Speaker Registration for AGM	Kindly send a request for speaker registration at agm2025@quesscorp.com on or before Friday, August 22, 2025
7	Record date for the final dividend for FY 2024-25	Friday, August 08, 2025
8	Company contact details	E-mail: investor@quesscorp.com Tel: +91 080-49345666

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

Sd/-

Kundan K LalSenior Vice President and Company Secretary
Membership No. FCS 8393

Notice

Notice is hereby given that the 18th (eighteenth) Annual General Meeting ('AGM') of the Members of Quess Corp Limited ('Company') will be held on Friday, August 29, 2025 at 03:30 P.M. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following businesses

ORDINARY BUSINESS

Item No. 1: To receive, consider, and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 2: To receive, consider, and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 3: To appoint Mr. Guruprasad Srinivasan (DIN: 07596207) as Director, liable to retire by rotation, and being eligible, offers himself for re-appointment

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Guruprasad Srinivasan (DIN: 07596207), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company.

Item No. 4: To confirm the payment of the interim dividend of ₹ 4/- per equity share and to declare a final dividend of ₹ 6/- per equity share for the Financial Year ended March 31, 2025

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT an interim dividend of ₹ 4/- per equity share of face value ₹ 10/- each, for the Financial Year 2024-25, which was approved by the Board of Directors in their meeting held on January 29, 2025, and already paid to members, be and is hereby noted and confirmed;

RESOLVED FURTHER THAT a final dividend of ₹ 6/- per equity share of face value ₹ 10/- each as recommended by the Board of Directors for the Financial Year ended March 31, 2025, be and are hereby approved."

SPECIAL BUSINESS

Item No. 5: To re-appoint Mr. Kalpathi Ratna Girish (DIN: 07178890) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Kalpathi Ratna Girish (DIN: 07178890), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to August 30, 2025, and is eligible for being re-appointed as an Independent Director and in respect of whom a notice in writing pursuant to Section 160 of the Act, has been received in the prescribed manner, be and is hereby re-appointed as an Independent Director on the Board of the Company for a second term of 5 (five) consecutive years effective August 31, 2025 to August 30, 2030 (both days inclusive);

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Mr. Kalpathi Ratna Girish, as a Non-Executive Independent Director of the Company."

Item No. 6: To appoint Ms. Sudha Suresh (DIN: 06480567) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made there under, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Sudha Suresh (DIN: 06480567), who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors with effect from June 19, 2025 and who holds office till the conclusion of this 18th Annual General Meeting (AGM) in terms of Section 161 of the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025 till June 18, 2030 (both days inclusive);

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for the appointment of Ms. Sudha Suresh as a Non-Executive Independent Director of the Company.”

Item No. 7: To appoint Mr. Devarajan Samu (DIN: 00878956) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made there under, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Devarajan Samu (DIN: 00878956), who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors with effect from June 19, 2025 and who holds office till the conclusion of this 18th Annual General Meeting (AGM) in terms of Section 161 of the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025 till June 18, 2030 (both days inclusive);

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval of the Members be and is hereby accorded for the continuation of Mr. Devarajan Samu, beyond October 31, 2029, as an Independent Director of the Company on account of his attaining the age of 75 (seventy-five) years on the said date up to June 18, 2030;

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for the appointment of Mr. Devarajan Samu as a Non-Executive Independent Director of the Company.”

Item No. 8: To appoint Dr. Vivek Mansingh (DIN: 06903079) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made there under, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Vivek Mansingh (DIN: 06480567), who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors with effect from June 19, 2025 and who holds office till the conclusion of this 18th Annual General Meeting (AGM) in terms of Section 161 of the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025 till June 18, 2030 (both days inclusive);

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for the appointment of Dr. Vivek Mansingh as a Non-Executive Independent Director of the Company.”

Item No. 9: To approve the commission payable to the Independent Directors of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013

('the Act'), and the Rules made thereunder, read with Schedule V of the Act, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the payment of remuneration by way of commission or otherwise of ₹ 10,00,000 (Rupees Ten Lakhs only) to each Independent Director, by way of an annual payment, a sum not exceeding 1% per annum of the net profits of the Company as commission calculated in accordance with the provisions of Section 198 of the Act, and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, to be paid to and distributed amongst the Independent Directors of the Company in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors, in respect of the net profits of the Company for each of the 3 (three) financial years commencing from Financial Year 2025-26;

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, the commission or remuneration may be paid to the Independent Directors in accordance with Section 197 of the Act read with Section II of Part II of Schedule V of the Act, and other applicable provisions, if any;

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things and

execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Item No. 10: To appoint the Secretarial Auditor of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Parameshwar G Bhat, Company Secretary (Membership No. F8860, C.P. No. 11004, Peer Review Certificate No. I2012KR932900) as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the Financial Year 2025-26 to the Financial Year 2029-30, to conduct Secretarial Audit of the Company, on such annual remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as shall be fixed by the Board of Directors of the Company in consultation with the Secretarial Auditor;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

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

Sd/-

Kundan K Lal

Senior Vice President and Company Secretary
Membership No. FCS 8393

Place: Bengaluru

Date : June 19, 2025

Notes

1. The Ministry of Corporate Affairs ('MCA'), Government of India, vide General Circular nos. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and subsequent circulars issued in this regard, the latest being General Circular no. 09/2024 dated September 19, 2024, ('MCA Circulars') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the Securities Exchange Board of India ('SEBI Circular'), permitted to conduct of Annual General Meeting ('AGM') through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal presence of the Members at the AGM and prescribed the specified procedures to be followed for conducting the AGM through VC/OAVM. Accordingly, in accordance with the MCA Circulars and the SEBI Circular, applicable provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 18th AGM of the Members of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the meeting shall be Quess Tower, Sky Walk Avenue, 32/4, Hosur Road, Roopena Agrahara, Bommanahalli, Bengaluru – 560068, Karnataka, India.

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

The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith, and the same will also be available at the website of the Company at www.quescorp.com.
2. **Proxies:** Since the 18th AGM of the Company is being held pursuant to the MCA and the SEBI circulars through VC/OAVM, where physical attendance of Members has been dispensed with, accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for this AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional/Corporate Members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send a duly certified copy of the Board Resolution/Authority Letter etc., authorizing their representative to attend the AGM through VC / OAVM and vote through remote e-voting on their behalf, to the Scrutinizer at e-mail ID parameshwar@vjkt.in with a copy marked to helpdesk.evoting@cdslindia.com and agm2025@quescorp.com, pursuant to the provisions of Section 113 of the Companies Act, 2013.
4. The explanatory statement pursuant to Section 102(f) of the Act and other applicable provisions, which sets out details relating to Special Businesses to be transacted at the meeting, which are considered to be unavoidable by the Board of Directors of the Company, is annexed hereto.
5. Only bona fide members of the Company whose names appear on the Register of Members will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address, mobile number, and e-mail IDs, etc., to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the Members holding shares in demat mode for changes in any bank mandates or other particulars.
7. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address, mobile number, and email IDs etc. to our RTA i.e. MUFG Intime India Private Limited (Unit: Quess Corp Limited), C-101, 247 Park, L B S Marg, Vikhroli (W), Mumbai – 400083, Maharashtra, India or the Secretarial Department of the Company. Relevant forms for making relevant requests are available at the Company's website at www.quescorp.com.
8. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, Nomination details and KYC details (i.e., Contact details, bank account details, Specimen signature etc.) by holders of physical securities in prescribed forms. Any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. Accordingly, Members are requested to send requests in the prescribed forms to the RTA of the Company for availing of various investor services as per the SEBI Master Circular dated June 23, 2025. Relevant details and forms prescribed by SEBI in this regard are made available under investors section on the website of the Company at www.quescorp.com. Further, the complete contact details of the RTA, MUFG Intime India Private Limited is also available on the website of the Company.
9. In compliance with SEBI Master Circular dated June 23, 2025, the Company has disseminated the requirements to be complied with by holders of physical securities on its website www.quescorp.com. The Company has also directly intimated its security holders about folios which are incomplete with regard to details required under

para 19.1 of the Master Circular. The RTA of the Company has also submitted a report to SEBI on the steps taken towards sensitizing its security holders regarding mandatory furnishing of PAN, KYC, and nomination details as detailed in para 19.1 of the master circular.

10. Pursuant to Section 101 and Section 136 of the Act, read with the Companies (Management and Administration Rules) 2014, and Regulation 36 of the SEBI Listing Regulations, the Company shall serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail IDs either with the Company and/or with the Depository Participants.

Further, a letter providing the web-link, including the exact path, where complete details of the Annual Report shall also be sent to those shareholder(s) who have not so registered.
11. Members may note that the Notice of the AGM and Annual Report 2024-25 will also be available on the website of the Company at www.quesscorp.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com.
12. Since the AGM will be held through VC / OAVM, the Route Map is not required to be annexed to the Notice.
13. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), and in terms of the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is pleased to provide the facility of remote e-voting to all the Members as per applicable Regulations relating to e-voting. The complete instructions on the e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting. Members who have cast their vote by remote-voting prior to the meeting may attend the meeting, but will not be entitled to cast their vote again at the meeting.
14. The Company has fixed Friday, August 22, 2025, as the cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 3 (three) days commencing from Tuesday, August 26, 2025, at 09:00 A.M. (IST) to Thursday, August 28, 2025, at 05:00 P.M. (IST) (both days inclusive). A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
15. The Company has fixed Friday, August 08, 2025, as the Record Date for determining the names of Members eligible for a dividend on equity shares for the Financial Year ended on March 31, 2025, if declared at the AGM.
16. The dividend on equity shares as recommended by the Board, if declared at this AGM, will be paid will be paid (subject to the deduction of tax at source, as applicable) on or after 6th (sixth) day of AGM, through various modes, to those Members whose names appear on the Company's Register of Members as on Friday, August 08, 2025.
17. **Inspection by Members:** All documents referred to in the accompanying Notice and the Explanatory Statement are available electronically for inspection without any fees by the Members from the date of circulation of this Notice up to the date of the AGM. The said documents are also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM. 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 available for inspection by the Members in electronic mode during the AGM. Members who wish to seek inspection may send their request through an email at agm2025@quesscorp.com up to the date of the AGM.
18. Information required under Regulation 36(3) of the SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by ICSI, in respect of Director(s) seeking appointment / re-appointment at the AGM is furnished as an annexure to this Notice. The Director(s) have furnished consent/declarations for their appointment/ reappointment as required under the Act and rules made thereunder, as well as the SEBI Listing Regulations.
19. In line with the measures of "Green Initiatives", the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their email IDs so far with their depository participants are requested to register their email ID for receiving all the communications, including Annual Report, Notices, etc., in electronic mode. The Company is concerned about the environment and utilises natural resources in a sustainable way.
20. 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 the 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.

21. 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 to 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.
22. 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 agm2025@quesscorp.com on or before August 22, 2025. The same will be replied by the Company suitably.
23. The Board of Directors at their meeting held on January 29, 2025, had recommended an interim dividend of ₹ 4/- per equity during the financial year ended March 31, 2025, having a face value of ₹ 10/- each per equity share.
24. As per the SEBI 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 January 29, 2025, 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 the dividend could not be paid through electronic mode, payment was made through a demand draft, incorporating the bank account details of such members, wherever available.
25. Members are requested to note that, if dividend amounts are not encashed for a period of 7 (seven) 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 the dividend amount has remained unclaimed for 7 (seven) consecutive years or more from the date of transfer to the unpaid dividend account shall also be transferred to the IEPF Authority. In view of this, members are requested to claim their dividends from the Company within the stipulated timeline.
26. **Dividend related information:**
Members may note that the Board, at its meeting held on May 19, 2025, has recommended a final dividend of ₹ 6/- per equity share for the Financial Year ended March 31, 2025. The record date for the purpose of the final dividend is Friday, August 08, 2025. The final dividend,

once approved by the members at the ensuing AGM, will be paid (subject to the deduction of tax at source, as applicable) on or after the 6th (sixth) day of the AGM, through various modes.

Members may note that the Income-tax Act, 1961 ('IT Act') as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 01, 2020, shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

- (a) **For resident shareholders**, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having a valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN/ valid PAN	20% or as notified by the GOI

*As per the Finance Act, 2021, Section 206AB has been inserted effective July 01, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under section 206AB of the Finance Act, 2021.

*As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during Financial Year 2025-26 does not exceed ₹ 10,000, and also in cases where members provide Form 15G/Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil withholding of tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

- (b) **For non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT

Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the Government of India (GOI) on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders.
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders.

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

**As per the Finance Act, 2021, Section 206AB has been inserted effective July 01, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in section 206AB shall not apply if such

non-resident does not have a permanent establishment in India.

The documents have to be uploaded on the portal <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> of the RTA on or before Friday, August 08, 2025. Alternatively, physical documents may be sent to RTA at the following address:

MUFG Intime India Private Limited,
(Formerly Link Intime India Private Limited)
Unit: Quess Corp Limited
C-101, 247 Park, L B S Marg,
Vikhroli (W), Mumbai – 400083, Maharashtra, India
Email: rnt.helpdesk@in.mpms.mufg.com
Tel: +91 810 811 6767; Fax: +91 022 49186060;
Website: www.in.mpms.mufg.com

27. Members holding shares in the demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.

Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to MUFG Intime India Private Limited (Unit: Quess Corp Limited), C-101, 247 Park, L B S Marg, Vikhroli (W), Mumbai – 400083, Maharashtra, India or by sending a request on e-mail at agm2025@quesscorp.com or contact MUFG at rnt.helpdesk@in.mpms.mufg.com. Relevant forms (Form No. ISR-1) is available on the Company's website at www.quesscorp.com, to enable Members to make such requests.

28. Members may please note that the SEBI 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 www.quesscorp.com and on the website of the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited, at www.in.mpms.mufg.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members may note that as per Master Circular dated June 23, 2025 issued by the SEBI, read with any other amendments therein, Members who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode with effect from April 01, 2024. Accordingly, final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by the SEBI in this regard, available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/jul-2025/1752726453064.pdf (FAQ Nos. 47 to 52). Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address/email ID. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly completed and signed by the registered holder(s) so that the folios can be KYC updated. ISR Forms can be accessed from our website at www.quessecorp.com.

29. The SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for the resolution of disputes arising in the Indian Securities Market.

Pursuant to the above-mentioned circulars, after exhausting the option to resolve their grievances with the RTA/ Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>), and the same can also be accessed through the Company's website at www.quessecorp.com.

30. In this Notice and Annexure(s) thereto, the terms "Shareholders" and "Members" are used interchangeably.
31. The recorded transcript of the AGM will be hosted on the website of the Company post the AGM.

Instructions for E-Voting

In compliance with the provisions of Section 108 of the Companies Act, 2013, ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and pursuant to Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the 18th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the 18th AGM will be provided by CDSL, on all resolutions set forth in this Notice, to the Members holding shares as on Friday, August 22, 2025, being the cut-off date fixed to determine eligible Members to participate in the remote e-voting process.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories/depository participants.

The Members can join the 18th AGM through VC/OAVM mode 15 (fifteen) 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 1,000 (one-thousand) members on a 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.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

The remote e-voting shall remain open for a period of 3 (three) days commencing from Tuesday, August 26, 2025, at 09:00 A.M. (IST) to Thursday, August 28, 2025, at 05:00 P.M. (IST) (both days inclusive). A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. 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.

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.

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.

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/ 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 the e-voting process.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 18th AGM has been uploaded on the website of the Company at www.quesscorp.com. The Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

The Board of Directors has appointed Mr. Parameshwar G Bhat (Membership No. F8860, C.P. No. 11004), Company Secretary in Practice, Bengaluru, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting), count the votes and shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within stipulated timelines from the conclusion of the voting to the Chairperson of the Company or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorised by him in writing shall declare the result of voting forthwith.

The results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed and shall be placed on the Company's website www.queesscorp.com and on the website of MUFG at www.in.mpms.mufg.com immediately after the result is declared by the Chairperson or any other person authorised by the Chairperson.

The instructions for e-voting are given below.

Instructions for the shareholders to vote electronically

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see the 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, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on the registration option. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered mobile & email ID as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress, and also be 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"> 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. 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. Visit the e-Voting website of NSDL. Open a 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. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification code, and generate OTP. Enter the OTP received on your registered email ID/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the 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.
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 CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022-2499 7000

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

- (1) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on the “Shareholders” module.
 - (iii) Now enter your User ID
 - a. For CDSL: 16-digit beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter the Folio Number registered with the Company.
 - (iv) Next, enter the Image Verification as displayed and click on Login.
 - (v) If you are holding shares in demat form and have logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - (vi) 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 the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or contact the 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. <ul style="list-style-type: none"> • If both details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank details field.

- (2) After entering these details appropriately, click on the “SUBMIT” tab.
- (3) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the ‘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 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.
- (4) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (5) Click on the EVSN for Quess Corp Limited on which you chose to vote.
- (6) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the 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.
- (7) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (8) 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.

- (9) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (10) You can also take a print of the votes cast by clicking on the “Click here to print” option on the Voting page.
 - (11) 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.
 - (12) There is also an optional provision to upload BR/POA if any are uploaded, which will be made available to the scrutinizer for verification.
 - (13) Additional facility for Non-Individual Shareholders and Custodians for remote e-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 signature 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.
 - The list of accounts linked in the login will be mapped automatically & can be delinked 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 e-mail address viz; agm2025@quesscorp.com (designated e-mail 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 the meeting are as under:**
1. The procedure for attending the meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for e-voting.
 2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the 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 / I-Pads for a better experience.
 5. Further, the shareholders will be required to allow Camera and use the 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 a Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 7. **Speaker Registration:** Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before Friday, August 22, 2025, mentioning their name, demat account number/folio number, e-mail ID, and mobile number at agm2025@quesscorp.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries on or before Friday, August 22, 2025, mentioning their name, demat account number/folio number, e-mail ID, and mobile number at agm2025@quesscorp.com. These queries will be replied to by the Company suitably by e-mail.
 8. Those shareholders who have registered themselves as 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 cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the remote 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 e-mail/mobile numbers are not registered with the Company/ Depositories:

- a. **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 e-mail to the Company/ RTA e-mail ID.
- b. **For Demat shareholders:** Please update your email ID & mobile number with your respective Depository Participant (DP).
- c. For Individual Demat shareholders – Please update your e-mail ID & mobile number with your respective Depository Participant (DP), which is mandatory while e-Voting & joining virtual meetings through Depository.
- d. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 21 09911.

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 e-mail to helpdesk.evoting@cdslindia.com or call toll-free no. 1800 21 09911.

General guidelines for shareholders:

- (i) 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”.
- (ii) Shareholders holding multiple folios/Demat account shall choose the voting process separately for each of the folios/Demat account.
- (iii) 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.

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

Sd/-

Kundan K Lal

Senior Vice President and Company Secretary
Membership No. FCS 8393

Place: Bengaluru
Date : June 19, 2025

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5: To re-appoint Mr. Kalpathi Ratna Girish (DIN: 07178890) as an Independent Director of the Company

Mr. Kalpathi Ratna Girish (DIN: 07178890) was appointed as an Independent Director of the Company by the Board of Directors at its meeting held on August 31, 2020, which was further approved by the shareholders at the 13th Annual General Meeting (AGM) of the Company held on September 29, 2020, to hold his office for a term of 5 (five) consecutive years. The first term of his appointment of 5 (five) consecutive years shall end on August 30, 2025.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mr. Girish, for his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience, and substantial contribution and time commitment, has recommended to the Board his re-appointment for a second term of 5 (five) consecutive years.

Mr. Girish possesses the required skills, knowledge, and experience as identified by the Board in the fields of Corporate strategy & Capital allocation, Corporate and Board Governance, Service Business Management, Technology-led Transformation, and Finance & Risk Management Professional, and his induction on the Qness Board will immensely benefit the Company. Further, Mr. Girish possesses the integrity, expertise, and experience for appointment as an Independent Director and is a person of high integrity and repute.

Based on the recommendation of the NRC, the Board recommended the re-appointment of Mr. Girish as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years, effective August 31, 2025, to August 30, 2030 (both days inclusive).

Mr. Girish is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Girish as per the provisions of the Act and the SEBI Listing Regulations, including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Girish has also confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties. Further, Mr. Girish is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. She is also registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA).

In the opinion of the Board, Mr. Girish fulfils the conditions for his appointment as an Independent Director, as specified in the Act and the SEBI Listing Regulations, and is independent of the management.

Mr. Girish shall be paid remuneration by way of commission or otherwise in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, as approved by the Members of the Company and the Board of Directors, from time to time.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of this 18th AGM Notice for approval of the Members of the Company as a Special Resolution.

The copy of the draft letter of re-appointment of Mr. Girish, setting out the terms and conditions of his re-appointment, is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Girish including his profile and specific areas of expertise are given in this AGM Notice as "Annexure 1". Save and except Mr. Girish and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6: To appoint Ms. Sudha Suresh (DIN: 06480567) as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on June 19, 2025, had appointed Ms. Sudha Suresh (DIN: 06480567) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. June 19, 2025.

Pursuant to the provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, in compliance with above and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Ms. Sudha holds the office as an Additional Director till the date of the ensuing 18th Annual General Meeting (AGM) to be held on August 29, 2025.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on June 19, 2025, also recommended the appointment of Ms. Sudha as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years

effective June 19, 2025, till June 18, 2030 (both days inclusive), subject to the approval of the shareholders at the ensuing 18th AGM of the Company.

Ms. Sudha is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Ms. Sudha as per the provisions of the Act and the SEBI Listing Regulations, including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Sudha has also confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, Ms. Sudha is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. She is also registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA).

In the opinion of the Board, Ms. Sudha fulfils the conditions for her appointment as an Independent Director, as specified in the Act and the SEBI Listing Regulations, and is independent of the management.

Ms. Sudha possesses the required skills, knowledge, and experience as identified by the Board in the fields of Corporate strategy & Capital allocation, Corporate and Board Governance, Global Business Management, Service Business Management, Finance and Risk Management Professional and Environmental, Sustainability and Governance, and her induction on the Qess Board will immensely benefit the Company.

Considering her expertise and knowledge, the Board considers that the appointment of Ms. Sudha as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Ms. Sudha as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025, till June 18, 2030 (both days inclusive).

The Company has also received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Ms. Sudha as an Independent Director of the Company.

Ms. Sudha shall be paid remuneration by way of commission or otherwise in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, as approved by the Members of the Company and the Board of Directors, from time to time.

Accordingly, the Board recommends the resolution as set out at Item No. 6 of this 18th AGM Notice for approval of the Members of the Company as a Special Resolution.

The copy of the draft letter of appointment of Ms. Sudha, setting out the terms and conditions of her appointment, is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Ms. Sudha including her profile and specific areas of expertise are given in this AGM Notice as 'Annexure 1'. Save and except Ms. Sudha and her relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 7: To appoint Mr. Devarajan Samu (DIN: 00878956) as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on June 19, 2025, had appointed Mr. Devarajan Samu (DIN: 00878956) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. June 19, 2025.

Pursuant to the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, in compliance with the above and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Devarajan holds the office as an Additional Director till the date of the ensuing 18th Annual General Meeting (AGM) to be held on August 29, 2025.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on June 19, 2025, also recommended the appointment of Mr. Devarajan as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025, till June 18, 2030 (both days inclusive), subject to the approval of the shareholders at the ensuing 18th AGM of the Company.

Mr. Devarajan is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Devarajan as per the provisions of the Act and the SEBI Listing Regulations, including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act

and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Devarajan has also confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, Mr. Devarajan is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. He is also registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA).

In the opinion of the Board, Mr. Devarajan fulfils the conditions for his appointment as an Independent Director, as specified in the Act and the SEBI Listing Regulations, and is independent of the management.

Further, pursuant to Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy-five) years, unless a special resolution is passed to that effect. Therefore, the Board recommends continuation of Mr. Devarajan as an Independent Director beyond October 31, 2029, on account of him attaining the age of 75 (seventy-five) years during the term of his appointment for 5 (five) consecutive years effective June 19, 2025, till June 18, 2030.

Mr. Devarajan possesses the required skills, knowledge, and experience as identified by the Board in the fields of Corporate strategy & Capital allocation, Corporate and Board Governance, Global Business Management, Service Business Management, and Technology-led Transformation, and his induction on the Qness Board will immensely benefit the Company.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Devarajan as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Devarajan as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025, till June 18, 2030 (both days inclusive).

The Company has also received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Mr. Devarajan as an Independent Director of the Company.

Mr. Devarajan shall be paid remuneration by way of commission or otherwise in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, as approved by the Members of the Company and the Board of Directors, from time to time.

Accordingly, the Board recommends the resolution as set out at Item No. 7 of this 18th AGM Notice for approval of the Members of the Company as a Special Resolution.

The copy of the draft letter of appointment of Mr. Devarajan, setting out the terms and conditions of his appointment, is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Devarajan including his profile and specific areas of expertise are given in this AGM Notice as 'Annexure 1'. Save and except Mr. Devarajan and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 8: To appoint Dr. Vivek Mansingh (DIN: 06903079) as a Director and as an Independent Director

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on June 19, 2025, had appointed Dr. Vivek Mansingh (DIN: 06903079) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. June 19, 2025.

Pursuant to the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, in compliance with the above and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Dr. Vivek holds the office as an Additional Director till the date of the ensuing 18th Annual General Meeting (AGM) to be held on August 29, 2025.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on June 19, 2025, also recommended the appointment of Dr. Vivek as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025, till June 18, 2030 (both days inclusive), subject to the approval of the shareholders at the ensuing 18th AGM of the Company.

Dr. Vivek is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Dr. Vivek as per the provisions of the Act and the SEBI Listing Regulations, including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and

Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, Dr. Vivek has also confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, Dr. Vivek is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. Further, Dr. Vivek is also registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA), for lifetime.

In the opinion of the Board, Dr. Vivek fulfils the conditions for his appointment as an Independent Director, as specified in the Act and the SEBI Listing Regulations, and is independent of the management.

Dr. Vivek possesses the required skills, knowledge, and experience as identified by the Board in the fields of Corporate strategy & Capital allocation, Corporate and Board Governance, Global Business Management, Service Business Management, and Technology-led Transformation, and his induction on the Quess Board will immensely benefit the Company.

Considering his expertise and knowledge, the Board considers that the appointment of Dr. Vivek as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Dr. Vivek as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025, till June 18, 2030 (both days inclusive).

The Company has also received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Dr. Vivek as an Independent Director of the Company.

Dr. Vivek shall be paid remuneration by way of commission or otherwise in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, as approved by the Members of the Company and the Board of Directors, from time to time.

Accordingly, the Board recommends the resolution as set out at Item No. 8 of this 18th AGM Notice for approval of the Members of the Company as a Special Resolution.

The copy of the draft letter of appointment of Dr. Vivek, setting out the terms and conditions of his appointment, is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI),

requisite particulars of Dr. Vivek including his profile and specific areas of expertise are given in this AGM Notice as 'Annexure 1'. Save and except Dr. Vivek and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 9: To approve the commission payable to the Independent Directors of the Company

Pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board of Directors shall recommend all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors and shall require approval of shareholders in a general meeting. Further, Pursuant to the provisions of Section 197 read with Section 149 of the Companies Act, 2013, Independent & Non-Executive Directors are entitled to receive up to 1% of the Net profits of the Company as Commission. In the event of any loss, absence or inadequacy of the profits of the Company in any financial year, the commission may be paid to Independent & Non-Executive Directors in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Section II of Part II of Schedule V of the Companies Act, 2013, and other applicable provisions, if any.

The Members of the Company at the 16th AGM held on September 26, 2023, had approved the payment of Commission to the Independent Directors of the Company of ₹ 7,50,000 (Rupees Seven Lakhs and Fifty Thousand only) for a period of 3 (three) years with effect from April 01, 2023, within the limit of 1% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, by way of annual payment, in addition to the sitting fees for attending the meetings of the Board of Directors or committees thereof and reimbursement of expenses.

With the introduction of the Companies Act, 2013, and the amendments in the Securities and Exchange Board of India Regulations, the role of the Independent Directors to maintain oversight has gone up. These changes have enhanced the Corporate Governance requirements, particularly Board Governance and Management, requiring greater time commitments, attention, and a higher level of oversight of the Independent Directors. The Company's Independent Directors are leading professionals with a high level of expertise and rich experience in functional areas such as business strategy, financial governance, and corporate governance, among others. The Company's Independent Directors have been shaping and steering the long-term strategy and making invaluable contributions towards Quess's Corporate Strategy, monitoring of risk management, and compliance.

Considering the above, the Board at its meeting held on May 19, 2025, has approved and recommended to the Members, to increase the amount of said Commission from ₹ 7,50,000

(Rupees Seven Lakhs and Fifty Thousand only) to ₹ 10,00,000 (Rupees Ten Lakhs only) for a period of 3 (three) years w.e.f. April 01, 2025, not exceeding 1% of the net profit of the Company, subject to the approval of the Shareholders at the ensuing Annual General Meeting.

Accordingly, the Board recommends the resolution as set out at Item No. 9 of this 18th AGM Notice for approval of the Members of the Company as a Special Resolution.

Details required under Section II of Part II of Schedule V of the Companies Act, 2013, are provided as 'Annexure 2' to the Notice.

Except the Independent Directors, none of the other Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 10: To appoint the Secretarial Auditor of the Company

In accordance with the provisions of Section 204 of the Companies Act, 2013, read with the rules framed thereunder, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. On the basis of recommendation of board of directors, a listed entity shall appoint or re-appoint (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

The Audit Committee and the Board of Directors, at their respective meetings held on June 19, 2025, have approved and recommended the appointment of Mr. Parameshwar G Bhat, a Peer Reviewed Company Secretary in Practice (Membership No. F8860, C.P. No. 11004, Peer Review Certificate No. I2012KR932900) as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company.

Place: Bengaluru
Date : June 19, 2025

Mr. Bhat is a Peer Reviewed Company Secretary in Practice based in Bengaluru. Academically, he holds multiple academic and professional qualifications, including a B.Com., LLB, LLM, MBA, and is a Fellow Member of the Institute of Company Secretaries of India (FCS). He provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits, and Compliance Audits for various reputed companies.

Mr. Bhat has given his consent to act as Secretarial Auditors of the Company and confirmed that his appointment, if approved, would be within the prescribed limits and that he is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and the SEBI Listing Regulations.

The proposed remuneration to be paid to Mr. Bhat for secretarial audit services for the Financial Year ending March 31, 2026, is ₹ 2.50 Lakhs (Rupees Two Lakhs and Fifty Thousand only) plus applicable taxes and out-of-pocket expenses. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of the Audit Committee. There is no material change in the fees payable to Mr. Parameshwar G Bhat from that paid to the previous Secretarial Auditor. Besides the secretarial audit services, the Company may also obtain certifications from Mr. Bhat under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

Accordingly, the Board recommends the resolution as set out at Item No. 10 of this 18th AGM Notice for approval of the Members of the Company as an Ordinary Resolution.

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

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

Sd/-
Kundan K Lal
Senior Vice President and Company Secretary
Membership No. FCS 8393

Annexure 1

ADDITIONAL INFORMATION ON DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 18TH AGM.

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial
Standard - 2 on General Meetings issued by ICSI)

Brief Profile of Guruprasad Srinivasan



Mr. Guruprasad Srinivasan is the Executive Director and Group CEO of the Company. A founding member, he was the fourth employee of the Company. He has more than 26 years of industry experience, including leadership roles at GE Health, Hewitt Associates and People One Consulting. Over the years at Quess, he 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. A natural leader, he has keen interest in photography and restoring Vintage vehicles.

He is a Stanford Ignite Graduate from the Stanford University Graduate School of Business, in addition to having a Master's in Business Administration.

Brief Profile of Kalpathi Ratna Girish



Mr. Kalpathi Ratna Girish is a fellow member of the Institute of Chartered Accountants of India and a graduate from Karnataka State Law University. He is also an associate member of the Australian Taxation Institute and holds a Post Graduate Diploma in Taxation practice from M S University, Baroda. He has spent 18 years at KPMG and was its Partner and Head of Tax for South India and National leader for tax dispute resolution practice. He has also been associated with tax advisory firms Baker Tilly DHC and LeapRidge. He now operates his CA proprietary firm KR Girish and Associates. He has been rated as one of the top tax professionals in the country consistently for the last 4 years by International Tax Review UK. He was the past president of the Bangalore Chamber of Industry and Commerce (BCIC) during 2009-10 and continues to be the Chairman of the Finance Committee of the Chamber. He has been invited to the Academic Board of the Chartered Institute of Taxation, London, and continues to serve there.

Over a span of 37 years, Mr. Girish has lent his considerable expertise to corporates in financial analysis and reporting, international taxation, including that related to M&As, internal controls, and business strategy. He also holds the flag in the areas of technology adoption for ERP and regulatory frameworks. Mr. Girish is much sought by corporates for his views on their business plans and for a second opinion on their strategic initiatives. He often advises corporates on the right capital allocation policy, keeping tax consequences and shareholder interests in mind. He has been involved with many large technology companies, particularly those with services as a major revenue stream. In today's world, where the importance of ESG cannot be overemphasised, he has provided critical inputs to corporates keen to address these global concerns.

Brief Profile of Sudha Suresh



Ms. Sudha Suresh is a qualified Chartered Accountant and Company Secretary from the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, respectively. She is also an ICWA Graduate from the Institute of Cost & Work Accountants of India.

She is a finance professional with a rich experience of more than two decades in private and public companies and a decade as a Practicing Chartered Accountant. She is the founding partner of S. Rao & Associates, Chartered Accountants, Bangalore. She is also the founder of Mani Capital. She was the Managing Director and CEO (2017-2018) and Chief Financial Officer (2008-2017) of Ujjivan Financial Services Limited. Prior to this, she served as the CFO/Finance Head for many companies.

She is currently serving as an Independent Director on the Boards of Ujjivan Small Finance Bank and Royal Sundaram General Insurance Co. Limited.

Brief Profile of Devarajan Samu



Mr. Devarajan Samu founded Transmation Consulting to provide Technology companies a platform to accelerate and transform their business strategies; to optimize operational efficiency and fuel expansion & growth. The Strategic Management firm also helps taking Technology Companies to the next level through a business transformation process and CXO mentoring.

Currently, he is an Independent Director on the Board of Tata Play Limited, Prime Focus Limited and Prime Focus Technologies Ltd. He also holds a Directorship position on the Board of DNEG India – the largest VFX company in the world. He is also on the Investment Committee Board of the Karnataka Semiconductor Venture Fund.

He has also served as a Director on the Board of Neilsoft Technologies and as a Chairman on the Board of ADC Communications Limited, a publicly listed company. He was a member of the Board of Trinity Mobility whose majority holdings are with Honeywell.

He was the past CEO and Managing Director of Cisco Systems in India. He managed Cisco's largest R&D Centre established outside the USA and built a successful offshore development program at Cisco, including cost-effective development centres. Prior to joining Cisco, he was the Managing Director of Tata Elxsi. He was one of the youngest Directors in the Tata Board. During his tenure, he played a pivotal role in making it one of the successful Tech companies of the Tata group.

He is the past President of the Manufacturers Association for Information Technology (MAIT) and was a Charter Member of TiE. He was also a member of the IT Hardware task force and IT Vision Task Force set up by the Chief Minister of Karnataka.

He holds B.Tech degree from the Indian Institute of Technology, Kharagpur.

Brief Profile of Vivek Mansingh



Dr. Vivek Mansingh is a distinguished engineer and accomplished entrepreneur with a rich academic and professional background. He graduated as a Gold Medallist engineer from NIT Allahabad, earned his PhD from Queen's University, Kingston, Canada, and completed an Executive Business Management Program at Stanford University.

He has been listed in the "National Who's Who of the United States" in the year 2000. He has also received India's highest Chanakya Innovative Leadership Award in 2012 from Public Relations Council of India and IT Man of the Year 2016 from Enterprise Connect, USA.

Previously, he has also served as the President - Collaboration & Communications Group at Cisco, Chairman at AxisCades Technologies Limited, Head at Dell R&D, Managing Director at Ishoni Networks (Acquired by Philips) and, Portal Software (Acquired by Oracle), in India. He also held the management positions in the top technology organizations, HP and Fujitsu in Silicon Valley, USA. He is also the founder of ATTI (Aavid) in USA. Dr. Mansingh is currently the General Partner of Your Nest VC Fund.

Other details:

Name of the Director	Mr. Guruprasad Srinivasan (DIN: 07596207)	Mr. Kalpathi Ratna Girish (DIN: 07178890)	Ms. Sudha Suresh (DIN: 06480567)	Mr. Devarajan Samu (DIN: 00878956)	Dr. Vivek Mansingh (DIN: 06903079)
Date of Birth & age	July 16, 1976 (49 Years)	January 24, 1958 (67 Years)	December 21, 1963 (61 Years)	October 31, 1954 (70 Years)	April 03, 1956 (69 Years)
Date of Appointment	February 10, 2022 (Retiring by rotation at the AGM)	August 31, 2020	June 19, 2025	June 19, 2025	June 19, 2025
Nature of his/her expertise in specific functional areas	<ul style="list-style-type: none"> Corporate strategy & Capital allocation Corporate and Board Governance Global Business Management Service Business Management Technology-led Transformation Finance & Risk Management Professional Environment, Sustainability, and Governance 	<ul style="list-style-type: none"> Corporate strategy & Capital allocation Corporate and Board Governance Service Business Management Technology-led Transformation Finance & Risk Management Professional 	<ul style="list-style-type: none"> Corporate strategy & Capital allocation Corporate and Board Governance Global Business Management Service Business Management Finance & Risk Management Professional Environment, Sustainability, and Governance 	<ul style="list-style-type: none"> Corporate strategy & Capital allocation Corporate and Board Governance Global Business Management Service Business Management Technology-led Transformation 	<ul style="list-style-type: none"> Corporate strategy & Capital allocation Corporate and Board Governance Global Business Management Service Business Management Technology-led Transformation
Qualification	Mr. Guruprasad is a Stanford Ignite Graduate from the Stanford University Graduate School of Business, in addition to having a Master's in Business Administration.	Mr. Girish is a fellow member of the Institute of Chartered Accountants of India and a graduate from Karnataka State Law University. He is also an associate member of the Australian Taxation Institute and holds a Post Graduate Diploma in Taxation practice from M S University, Baroda.	Ms. Sudha is a qualified Chartered Accountant and Company Secretary from the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, respectively. She is also an ICWA Graduate from the Institute of Cost & Work Accountants of India.	Mr. Devarajan holds B.Tech degree from the Indian Institute of Technology, Kharagpur.	Dr. Vivek is a distinguished engineer and accomplished entrepreneur with a rich academic and professional background. He graduated as a Gold Medallist engineer from NIT Allahabad, earned his PhD from Queen's University, Kingston, Canada, and completed an Executive Business Management Program at Stanford University.
Relationship with other Directors, Managers and KMPs	Nil	Nil	Nil	Nil	Nil
Directorship held in other listed entities	Nil	Pelatro Limited	Ujjivan Small Finance Bank Limited	Prime Focus Limited	Nil

Name of the Director	Mr. Guruprasad Srinivasan (DIN: 07596207)	Mr. Kalpathi Ratna Girish (DIN: 07178890)	Ms. Sudha Suresh (DIN: 06480567)	Mr. Devarajan Samu (DIN: 00878956)	Dr. Vivek Mansingh (DIN: 06903079)
Membership of Committees of the Board in other listed entities	Nil	Pelatro Limited <ul style="list-style-type: none"> • Audit Committee (Chairman) • Stakeholders Relationship Committee (Chairman) • Nomination and Remuneration Committee (Member) 	Ujjivan Small Finance Bank Limited <ul style="list-style-type: none"> • Audit Committee (Chairperson) • Stakeholders Relationship Committee (Member) • Risk Management Committee (Member) • Corporate Social Responsibility Committee (Member) 	Prime Focus Limited <ul style="list-style-type: none"> • Audit Committee (Chairman) • Nomination and Remuneration Committee (Chairman) • Stakeholders Relationship Committee (Chairman) • ESOP Compensation Committee (Chairman) 	Nil
Listed entities from which he/she has resigned in the past 3 (three) years	Alldigi Tech Limited	Nil	Nil	ADC India Communications Limited	Nil
Number of meetings of the Board attended during the year 2024-25 [Out of 5 (five) held]	5 (five)	5 (five)	Not Applicable	Not Applicable	Not Applicable
Terms and conditions of Appointment or Reappointment	Mr. Guruprasad is retiring by rotation at this AGM and is being appointed as a Director	Mr. Girish is being appointed as an Independent Director for the second term of 5 (five) consecutive years, effective August 31, 2025, to August 30, 2030 (both days inclusive), not liable to retire by rotation.	Ms. Sudha is being appointed as an Independent Director, for a term of 5 (five) consecutive years, effective June 19, 2025, till June 18, 2030 (both days inclusive), not liable to retire by rotation.	Mr. Devarajan is being appointed as an Independent Director, for a term of 5 (five) consecutive years, effective June 19, 2025, till June 18, 2030 (both days inclusive), not liable to retire by rotation.	Dr. Vivek is being appointed as an Independent Director, for a term of 5 (five) consecutive years, effective June 19, 2025, till June 18, 2030 (both days inclusive), not liable to retire by rotation.
Remuneration last drawn [FY 2024-25]	₹ 53.48 million	₹ 1.23 million (sitting fees and commission)	Not Applicable	Not Applicable	Not Applicable
Remuneration sought to be paid	Entitled to sitting fees, commission, and remuneration as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time within the overall limits as per the Companies Act, 2013 and/ or as approved by the shareholders from time to time.				
Shareholding in Qness Corp Limited	2,10,628 equity shares	Nil	Nil	Nil	Nil
Shareholding as a beneficial owner	Nil	Nil	Nil	Nil	Nil

Name of the Director	Mr. Guruprasad Srinivasan (DIN: 07596207)	Mr. Kalpathi Ratna Girish (DIN: 07178890)	Ms. Sudha Suresh (DIN: 06480567)	Mr. Devarajan Samu (DIN: 00878956)	Dr. Vivek Mansingh (DIN: 06903079)
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	-	Refer Explanatory Statement w.r.t. Item no. 5 and the skills and expertise as specified above in this table	Refer Explanatory Statement w.r.t. Item no. 6 and the skills and expertise as specified above in this table	Refer Explanatory Statement w.r.t. Item no. 7 and the skills and expertise as specified above in this table	Refer Explanatory Statement w.r.t. Item no. 8 and the skills and expertise as specified above in this table

Annexure 2

Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

I. General Information:

Particulars	Details																														
Nature of industry	Quest Corp Limited is a pure-play Workforce Management company with the following business segments: (i) General Staffing, (ii) Professional Staffing, (iii) Overseas Business, and (iv) Digital Platforms.																														
Date or expected date of commencement of commercial production	The Company was incorporated on September 19, 2007, and commenced business from that date																														
In case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus	Not Applicable																														
Financial performance based on the given indicators	<p>Standalone Financial Performance</p> <p style="text-align: right;">(₹ in million)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2023-24</th> <th>FY 2024-25</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations and Other income</td> <td>121,651.74</td> <td>139,178.79</td> </tr> <tr> <td>Total expenses</td> <td>119,721.03</td> <td>136,576.81</td> </tr> <tr> <td>Profit /loss before tax (continuing operations)</td> <td>1,828.87</td> <td>1,056.62</td> </tr> <tr> <td>Profit/loss after tax (continuing operations)</td> <td>2,033.18</td> <td>1,201.25</td> </tr> </tbody> </table> <p>Consolidate Financial Performance</p> <p style="text-align: right;">(₹ in million)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2023-24</th> <th>FY 2024-25</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations and Other income</td> <td>137,099.39</td> <td>149,908.18</td> </tr> <tr> <td>Total expenses</td> <td>135,759.62</td> <td>147,846.86</td> </tr> <tr> <td>Profit /loss before tax (continuing operations)</td> <td>1,329.22</td> <td>417.97</td> </tr> <tr> <td>Profit/loss after tax (continuing operations)</td> <td>1,354.08</td> <td>4,58.89</td> </tr> </tbody> </table>	Particulars	FY 2023-24	FY 2024-25	Revenue from operations and Other income	121,651.74	139,178.79	Total expenses	119,721.03	136,576.81	Profit /loss before tax (continuing operations)	1,828.87	1,056.62	Profit/loss after tax (continuing operations)	2,033.18	1,201.25	Particulars	FY 2023-24	FY 2024-25	Revenue from operations and Other income	137,099.39	149,908.18	Total expenses	135,759.62	147,846.86	Profit /loss before tax (continuing operations)	1,329.22	417.97	Profit/loss after tax (continuing operations)	1,354.08	4,58.89
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Foreign investments or collaborations, if any	The Company does not have any foreign collaborations. Fairbridge Capital Mauritius Limited, a foreign promoter of the Company, holds 34.15% equity shares of the Company as on March 31, 2025.																														

II. Information about the Directors:

Particulars	Sanjay Anandaram (DIN: 00579785)	Mr. Kalpathi Ratna Girish (DIN: 07178890)	Ms. Sudha Suresh* (DIN: 06480567)	Mr. Devarajan Samu* (DIN: 00878956)	Dr. Vivek Mansingh* (DIN: 06903079)
Background details	Mr. Sanjay Anandaram holds a Bachelor degree in Electrical Engineering from Kolkata's Jadavpur University and a Post Graduate Diploma in Management from the Indian Institute of Management, Bengaluru.	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1
Past remuneration	Apart from the sitting fees for attending the Board and Committee Meetings of the Company, a commission of ₹ 7,50,000 was paid for the Financial Year 2024-25.	Apart from the sitting fees for attending the Board and Committee Meetings of the Company, a commission of ₹ 7,50,000 was paid for the Financial Year 2024-25.	Not Applicable	Not Applicable	Not Applicable
Recognition or awards	Sanjay has spent over 30 years as a corporate executive, investor, early-stage venture capitalist, teacher, and advisor to funds and entrepreneurs. He has significant experience in M&As and funding startups. Sanjay has written extensively in online and offline publications, including The Wall Street Journal and The Financial Express. He often shares his knowledge with students and corporate executives from various countries on innovation and entrepreneurship and has been a visiting faculty at Singapore campus of France's INSEAD business school. He is a mentor and board member of Sattva, a leading impact consulting firm including ESG.	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1

<p>Job profile and his suitability</p> <p>The Board and the Company will benefit from his experience and expertise in the fields of Corporate strategy & Capital allocation, Corporate and Board Governance, Global Business Management, Service Business Management, Technology-led transformation, Finance and Risk Management Professional and Environmental, Sustainability and Governance.</p>	<p>Refer Annexure 1</p> <p>Refer Annexure 1</p> <p>Refer Annexure 1</p> <p>Refer Annexure 1</p>	<p>Refer Annexure 1</p> <p>Refer Annexure 1</p> <p>Refer Annexure 1</p> <p>Refer Annexure 1</p>
<p>Remuneration proposed</p>	<p>Payment of remuneration to the Independent Directors by way of commission of ₹ 10,00,000 (Rupees Ten Lakhs only) for a period of 3 (three) years w.e.f. April 01, 2025, not exceeding 1% of the net profit of the Company, in accordance with the applicable provisions of the Companies Act, 2013. In the event of any loss, absence, or inadequacy of the profits of the Company in any financial year, remuneration in the form of commission may be paid to Independent Directors in terms of Section II of Part II of Schedule V of the Companies Act, 2013.</p>	
<p>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</p>	<p>Considering the size of the Company, the profile of the Directors, their responsibilities, and the area of their expertise, the remuneration is in line with remuneration drawn for similar positions in Companies of similar scale and size.</p>	
<p>Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.</p>	<p>Save and except, receipt of commission and sitting fees, there are no other pecuniary relationships or transactions of Non-Executive Independent Directors with the Company.</p>	

* Appointed w.e.f. June 19, 2025

III. Other Information

Particulars

Details

<p>Reasons for loss or inadequate profits</p>	
<p>Steps taken or proposed to be taken for improvement</p>	<p>The Company intends to pay commission up to 1% of net profits only. However, minimum remuneration in the event of inadequate profits is being proposed as an abundant caution.</p>
<p>Expected increase in productivity and profits in measurable terms</p>	

IV. Disclosures

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013, are disclosed in the Corporate Governance report to the extent applicable.

Annexure to the Board's Report for the Financial Year 2024-25

Information as per Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

I. Top 10 (ten) employees in terms of remuneration drawn during the year

Sl. No.	Employee Name	Designation	Qualification	Age (in years)	Experience (in years)	Remuneration (Rs. In Crores)	Date of commencement of employment	Previous employment & designation	% of equity shares held in the Company as on 31.03.2025
1	Guruprasad Srinivasan	Executive Director & Chief Executive Officer	MBA	48	28	5.44	27-Oct-07	GM - Operations PSD at Adecco	0.14
2	Kamal Pal Hoda	Executive Director & CEO	CA	43	22	4.16	29-Aug-22	CFO Mines HZL at Vendanta Group	0.01
3	Ruchi Ahluwalia	Group Chief People Officer (CPO)	MBA	47	23	2.64	01-Mar-21	Director - HR & CSR at Scania	0.01
4	Lohit Bhatia	President - Workforce Management	PGDBM	50	28	2.31	05-Jan-11	Center Head at Laurent and Benon Management	0.04
5	Suraj Prasad	Chief Financial Officer	CA	48	23	1.94	05-Jul-23	CFO & Head – Facilities & Procurement at AXA Go	0.01
6	Nitin Dave	Chief Executive Officer	PGDBM	51	24	1.51	15-Apr-21	Managing Director at Tenon	0.01
7	Kushal Maheshwari	Senior Vice President & Head - Treasury and Investor Relations	MBA	42	18	1.28	12-Jun-23	Head of Investor Relations & Treasury at Indai Mart	0.00
8	Bharat Agarwal	Vice President - Tax	CA	41	18	1.28	23-Aug-22	Tax Lead at AB Mauri	0.00
9	Tej Hans Raj Singh	Business Head - Digital Platform	MBA	47	23	1.27	15-Nov-07	Manager - Payroll at Pierian	0.00
10	Kapil Joshi	CEO - Quess IT Staffing, Recruitment & Search	BE	46	18	1.26	17-Aug-15	DGM National Head at Adecco	0.01

II. Employees drawing a remuneration of Rs. 1.02 Crores or above per annum and posted in India

Sl. No.	Employee Name	Designation	Qualification	Age (in years)	Experience (in years)	Remuneration (Rs. In Crores)	Date of commencement of employment	Previous employment & designation	% of equity shares held in the Company as on 31.03.2025
1	Ramneek Teng	Chief Executive Officer	PGDBM	49	18	1.18	24-Aug-23	Vice President at Indigird	0.00
2	Ishaan Sarkar	Chief Business Officer - Food Services	B Arts	49	26	1.11	02-Nov-23	Vice President at RMZ Corp	0.00
3	Kundan Kumar Lal	Senior Vice President & Company Secretary	CS	53	20	1.10	15-Mar-19	Head of Legal & CS at Sonata Software	0.01
4	Deepaka Tulupule	Chief Financial Officer - WFM Platform	CA	47	20	1.03	01-Sep-22	Dir Actgnt at XL Health	0.00

Note: Apart from above 4 employees, name of the employees which has been mentioned in Table I above, have received remuneration of Rs. 1.02 Crores or above per annum. Hence, the details of the same have not been covered in this table.

III. Employed for the part of the year with an average salary above Rs. 8.5 lakhs per month

Sl. No.	Employee Name	Designation	Qualification	Age (in years)	Experience (in years)	Remuneration (Rs. In Crores)	Date of commencement of employment	Previous employment & designation
1	Munish Kumar	CEO - FMSS (Facility Management and Security Services)	PGDIT	50	21	0.85	16-Aug-21	CEO Group Sales at First Meridian
2	Vijay Sivaram	Chief Executive Officer - IT Staffing, Recruitment & Search	PGDBM	45	20	0.79	19-Oct-07	Manager at Adecco

Note:

- Remuneration shown above includes Salary, Allowances, Bonus (based on receipt), ESOP cost, Company's contribution to the provident fund and other perquisites valued as per the income Tax Rules, 1962, and Gratuity.
- Nature of employment in all cases is contractual. The other terms and conditions are as per company's rules.
- None of the employee is a relative of any Director or Manager of the Company.

For and on behalf of the Board of Directors of Qness Corp Limited

Sd/-
Ajit Isaac
Chairman
DIN: 00087168

Date: June 19, 2025
Place: Bengaluru