



Quess

Quess Corp Limited

CIN: U74140KA2007PLC043909

Regd Office: 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru, 560103.

Tel:080-6105 6000; Fax:080-61056406

Website: www.quesscopy.com; E-mail: investor@quesscopy.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), your approval is being sought to pass the proposed resolutions as mentioned below as Special Business through Postal Ballot and / or electronic voting ("E-voting"). The proposed resolutions and explanatory statement setting out all material facts concerning the below mentioned proposals, pursuant to Section 102(1) of the Companies Act, 2013, setting out the nature of concern or interest, financial or otherwise, and other information and facts to enable you to understand the meaning, scope and implications of the items of business and to take decision thereon, is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid business reply envelope (BRE). If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on Friday, 25th November, 2016. Please note that any Postal Ballot Form(s) received after the prescribed period will be treated as not having been received. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Section 108 and 110 of the Act read with the Rules, Quess Corp Limited (the "Company") is pleased to provide electronic voting ("E-voting") facility as an alternative to its shareholders to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged National Securities Depository Limited ("NSDL") , Trade World, A Wing, 4th and 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400013, Maharashtra to provide E-voting facility. The E-voting facility is available from Thursday, 27th October, 2016 (9:00 a.m. onwards) till Friday, 25th November, 2016 (up to 5:00 p.m). **For E-voting, please read carefully the "Procedure/instructions for E-voting" enumerated in the notes to this Notice.**

It may be noted that E-voting is optional. If a Shareholder has voted through E-voting facility, he/ she is not required to send the Postal Ballot Form. If a Shareholder votes through E-voting facility as well as sends his/ her vote through the Postal Ballot Form, the votes cast through E-voting shall only be considered by the Scrutinizer and voting exercised by Postal Ballot will be treated as invalid.

The Board of Directors of the Company (hereinafter called the "Board"), in compliance with the Rules, has appointed Mr. S.N.Mishra (FCS:6143), Proprietor, M/s. SNM & Associates, Company Secretaries, Bengaluru, as Scrutinizer (hereinafter called the "Scrutinizer"), for conducting the said Postal Ballot process in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director of the Company, as may be authorized by the Board in this regard. The result of the Postal Ballot will be announced by the Chairman or any Director of the Company so authorized by the Board, on Saturday, 26th November, 2016 by 5:00 p.m. at the Company's Registered office at 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru, 560103. In addition to the results being, and communicated to Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited, where the Company's securities are listed, the results along with Scrutinizer's report will also be placed on Company's website i.e. www.quesscopy.com and the website of NSDL i.e. https://evoting.nsdl.com. The results along with the Scrutinizer's report shall also be displayed on the notice board at the Company's Registered office at Bengaluru. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on Friday 25th November, 2016 i.e. being the last date of receiving postal ballot forms and E-voting.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

1) Approval for alteration of provisions of Memorandum of Association by way of amendment of objects of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and E-voting:

“RESOLVED THAT pursuant to the provisions of Sections 4,13(8) and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re -enactment thereof, for the time being in force), and read with Rule 32 of the Companies (Incorporation) Rules, 2014 and other applicable guidelines or regulations issued by Securities and Exchange Board of India or any other the rules framed there under as may be applicable in this regard, consent of the Company be and is hereby accorded, subject to the approval of the Central Government, the Ministry of Corporate Affairs (MCA), the Registrar of Companies, Karnataka and / or any other statutory / regulatory / other appropriate authority(ies), as may be necessary, approval of the Shareholders of the Company be and is hereby accorded for effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company:-

- (i) To amend the heading of Clause III (A) of the Memorandum of Association by deleting the words “The objects for which the Company is established are: (A) *The Main Objects to be pursued by the Company on its Incorporation are:* ” and substituted by the following words: “**(a) The objects to be pursued by the Company on its incorporation are**”.
- (ii) To amend the existing objects clause i.e. amendment by way of replacing the existing Clause 1 with additional wordings as part of the revised Clause 1 as detailed here in below:

Existing Clause 1:

To carry on the business of human resource consultants, human resource recruitment and executive search service providers, contingency and temporary staff providers, human resource process outsources, pay roll management service providers, host for web based job boards, establish and run training and development centres/institutes, conduct performance assessments and tests for staff of customers including companies, central and state government departments, local authorities, education and research institutions and other organisations.

Revised Clause 1

To carry on the business of human resource consultants, human resource recruitment and executive search service providers, contingency and temporary staff providers, human resource process outsources, pay roll management service providers, **compliance management consulting services, finance, legal, & outsourced accounting services, outsourced statutory compliance services, services in managing corporate governance and corporate compliances, corporate social responsibility, strengthening corporate democracies, and the business of Education Certificate Verification, Professional License Certificate Verification, Pre- Employment Verification, Criminal Record Verification, Personal or Professional Reference Check, Address Verification. Court Record Retrieval, Immigration Screening, Military Record Check, Database Search, Civil and Criminal Litigation Search. Pre / Post Employment Monitoring / Lifestyle Check and all types of verification and checks**, host for web based job boards, establish and run training and development centres/institutes, conduct performance assessments and tests for staff of customers including companies, central and state government departments, local authorities, education and research institutions and other organisations **and to run training centers, technical centers, online education / e-learning portals.**

- (iii) To amend the existing objects clause i.e. amendment by way of replacing the existing Clause 2 with additional wordings as part of the revised Clause 2 as detailed here in below:

Existing Clause 2:

To carry on or undertake to recruit, arrange for training personnel in hardware and software platforms and to second the personnel for all kinds of business houses, offices, companies, firms and to do data preparation, processing, conversions centre for technical and business data and to undertake to any of the following activities relating to Computer Software, namely system study and software feasibility analysis including analysis of existing stems, business analysis, project definition, conceptual design and prototyping and designing, developing and implementing customized

software including collection and analyzation of client requirements, design of desired system, development and implementation of the system to the client's satisfaction and design, setup and administration of data base including understanding client data and procedures, designing of labels using structured methodology like entity relationship diagrams, installation, performance tuning and database administration, Computer Hardware namely assembly of computer hardware components, sale and distribution of computer Hardware, maintenance of computer hardware systems including servicing and any other activity relating to computer hardware and development of internet and internet solutions including selection and implementation of the right solutions, development of static, dynamic content and CGI from concept to installation and development of specialized quality assurance methodology including development of the optimum testing procedures for all levels of testing including module and regression testing, automation of test procedures based on client requirements and setup and management of help desks deriving innovative help desk solutions for all support related work.

Revised Clause 2

To carry on or undertake to recruit, arrange for training personnel in hardware and software platforms and to second the personnel for all kinds of business houses, offices, companies, firms and to do data preparation, processing, conversions centre for technical and business data, ***to develop processes and enter into contracts to provide services for e-commerce, online customer care, e-mail support, business process support, IT helpdesk, IT enabled services, Internet Application development, data warehousing, customer service consulting, technical support, data entry and processing, medical transcription and electronic publishing, insurance data processing*** and to undertake to any of the following activities relating to Computer Software, namely system study and software feasibility analysis including analysis of existing stems, business analysis, project definition, conceptual design and prototyping and designing, developing and implementing customized software including collection and analyzation of client requirements, design of desired system, development and implementation of the system to the client's satisfaction and design, setup and administration of data base including understanding client data and procedures, designing of labels using structured methodology like entity relationship diagrams, installation, performance tuning and database administration, Computer Hardware namely assembly of computer hardware components, sale and distribution of computer Hardware, maintenance of computer hardware systems including servicing and any other activity relating to computer hardware and development of internet and internet solutions including selection and implementation of the right solutions, development of static, dynamic content and CGI from concept to installation and development of specialized quality assurance methodology including development of the optimum testing procedures for all levels of testing including module and regression testing, automation of test procedures based on client requirements and setup and management of help desks deriving innovative help desk solutions for all support related work.

- (iv) To amend the existing objects clause i.e. amendment by way of replacing the existing Clause 3 with additional wordings as part of the revised Clause 3 as detailed here in below:

Existing Clause 3:

To carry on the business of all types of facility management services such as housekeeping, man power supply, civil, carpentry, repair, electrical, plumbing, painting, landscaping and gardening, water supply, event management services, food preparation, food supply services, kitchen maintenance services, cafeteria and catering services, pest control services, staffing services, mail management and distribution services, document management and retrieval services, computer hardware and software installation and maintenance services, employee and goods transportation services, vehicle and fleet management services, guest house and residence maintenance and upkeep services, stationery procurement, distribution and maintenance services, daily coffee/tea distribution services, cash and valuables guarding and transportation services, employee welfare, communication (fixed mobile and landline) facilities, installation and maintenance services, air conditioning and clean room services, carpet cleaning and floor management and for this purpose running professional training organization in the areas of electrical, plumbing, carpentry, painting, gardening, maintenance works, event management and facility management services.

Revised Clause 3

To carry on the business of all types of facility management services such as housekeeping, man power supply, civil, carpentry, repair, electrical, plumbing, painting, landscaping and gardening, water

supply, event management services, food preparation, food supply services, kitchen maintenance services, cafeteria and catering services, **laundry and linen management services**, pest control services, staffing services, mail management and distribution services, **waste management services**, document management and retrieval services, computer hardware and software installation and maintenance services, employee and goods transportation services, vehicle and fleet management services, guest house and residence maintenance and upkeep services, stationery procurement, distribution and maintenance services, daily coffee/tea distribution services, **manned guarding services**, cash and valuables guarding and transportation services, **cash management services**, employee welfare, communication (fixed mobile and landline) facilities, installation and maintenance services, air conditioning and clean room services, carpet cleaning and floor management and for this purpose running professional training organization in the areas of electrical, plumbing, carpentry, painting, gardening, maintenance works, event management and facility management services, **facilitate collection of tolls, fees, cess, rents, from users of various facilities**.

- (v) To amend the existing objects clause i.e., “amendment by way of replacing the existing Clause 4 with additional wordings as part of the revised Clause 4 as detailed here in below:

Existing Clause 4.

To carry on the business of Industrial Asset Management, electrical engineers, electro mechanical engineers, and to provide Integrated Property Management Services to all kinds of Residential and commercial establishments including Landscaping, Fire, Safety & Security Auditing, E. H. S Audit, Vehicle fleet management, Engineering services, Air- conditioning System cleaning, Air & water purification solution, Captive Power Generation plant, DG sets, Fire detection & fire fighting systems, Telephones and Intercoms, Data and voice communication, Structured cabling, Water management, Drainage system maintenance, Civil Services, Elevator maintenance, oil & gas plant maintenance services, Waste management, Secretarial Services, Canteen & Pantry Services and other operational maintenance, and to establish, maintain, run and operate workshops and engineering units for manufacturing and/ or repairing and refurbishing industrial machineries, equipments, engineering goods and materials, tools and appliances and to design and manufacture spares and components and to establish run industrial laboratories including condition monitoring laboratories to facilitate diagnostic and preventive maintenance, to buy, sell, import, export and deal with all kinds of Railway Passenger information Systems, their accessories spares and components and to sell space and time for advertising in display devices or systems.

Revised Clause 4

To carry on the business of Industrial Asset Management, electrical engineers, electro mechanical engineers, and to provide Integrated Property Management Services to all kinds of Residential and commercial establishments including Landscaping, Fire, Safety & Security Auditing, E. H. S Audit, Vehicle fleet management, Engineering services, Air- conditioning System cleaning, Air & water purification solution, Captive Power Generation plant, DG sets, Fire detection & fire fighting systems, Telephones and Intercoms, Data and voice communication, Structured cabling, Water management, Drainage system maintenance, Civil Services, Elevator maintenance, oil & gas plant maintenance services, Waste management, Secretarial Services, Canteen & Pantry Services and other operational maintenance, and to establish, maintain, run and operate workshops and engineering units for manufacturing and/ or repairing and refurbishing industrial machineries, equipments, engineering goods and materials, tools and appliances and to design and manufacture **and supply the advanced systems, high precision components, spares, components, tools and patterns required for production of high precision cast components & integrated systems, and other related parts for industry, and** to establish run industrial laboratories including condition monitoring laboratories to facilitate diagnostic and preventive maintenance, to buy, sell, import, export and deal with all kinds of Railway Passenger information Systems, their accessories spares and components and to sell space and time for advertising in display devices or systems.

- (vi) To amend the objects clause by insertion of the following new objects after the existing clause 5 there in as:

Clause 6.

To carry on in India and abroad the business to provide all kinds and types of security as services, including but not limited to, security services, monitoring services, surveillance

services, protection services, guarding services, manned guarding services, sentinel services, training services, and other similar services, for all movable and immovable properties, assets, goods, chattels, buildings, roads, housing, residential, commercial and industrial complexes, telecom, complexes, telecom towers, base stations, defense establishments, windmills, solar farms and other establishments, airport, naval base, army camps and stations malls, stadiums, theatres, and all other premises; whether with or without manpower or with use of electronic devices and using all kinds of technologies, whether existing or that may be invented in future, including audio, video, data, net, IP, satellite, microwave, robotics, Central Monitoring Stations, Video Monitoring Stations, and other similar monitoring stations or facilities, security protection and management systems, Cameras, Access cards, Remote monitoring, Control Panel, Access control and Biometric systems, Intrusion Detection systems, Security gadgets, Parking control, Badging systems, Communication and Data systems and other similar systems, equipments and gadgets; or through security personnel at various levels, including guards, supervisors, officers, managers, and providing manpower response through patrol team, beat marshals, battalion or like, whether on hire, outright basis, or otherwise; and to manufacture, make, produce, assemble, customize, process, buy, purchase, sale, transfer, barter, exchange, import, export, hire, licence, use, dispose off, operate, distribute, acquire, market, install, uninstall, connect, disconnect, arm, disarm, maintain, repair, service, condition, recondition and otherwise to deal in any manner, in all kinds and types of security systems, intelligent systems, control panels and systems, whether automated, manual, electronic, microprocessor based, intelligent, robotised, electrical, physical, or otherwise; and all kinds and types of their apparatuses, equipments, control panels, accessories, spares and parts, C.C.T.V.s., speakers, lights, sensors, smart cards or any other type of cards containing digitized, data recording and like, whether for use in industrial, commercial, government, semi-government, institutional, domestic and household, wholesale, retail, residential, agricultural, defense, media, communication, telecommunication, hydrocarbon, or for any other sectors or otherwise, for the purposes of or relating to providing of safety, security, surveillance, control, monitor, watch, supervise, diligence, e-governance, alarming, signal, communication, create barriers or other similar purposes; and to provide all the above services using the various combinations of equipments, gadgets, tools, systems and manpower.

Clause 7.

To carry on the business of all logistics services and logistics service solutions, freight forwarding, cargo handling, shipping, transport and allied logistics services either by road, rail, air in India and abroad and to setup, develop, acquire, deal-in, manage warehousing, logistics, industrial infrastructures including industrial warehouse(s), industrial park(s), logistic park(s) and such other warehousing, logistic facilities and for that purpose, to enter into transactions to buy, acquire, own, purchase, lease, source, develop, construct, build, alter, convert, improve, design, erect, establish, equip, cut to size, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, inspect, locate, modify, operate, protect, promote, provide, participate, file bids, and participate in auctions, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist, handover or deal in any other form and types of lands, buildings, properties.

- (vii) *To amend the incidental objects clause by way of replacing the existing Clause III (B) (27) with additional wordings as part of the revised Clause 27 as detailed here in below:*

Existing Clause:

III (B) (27):

To invest any moneys of the company in such investments or securities as may be thought expedient.

Revised Clause:

To take or otherwise acquire and hold shares, stock, debentures, or other interests in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company and further to undertake or carry on any other trade or business whatsoever by such investments which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company, by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company (includes a committee constituted by the Board of Directors) be and is hereby authorised to do all acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s) and / or officer(s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment, without being required to seek any further consent or approval of the Shareholder(s)."

RESOLVED FURTHER THAT Mr. Ajit Isaac and Subrata Kumar Nag, Directors of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may deem fit in the best interest of the Company and its shareholders."

2) Approval for ratification to the Quess Corp Limited Employees Stock Option Scheme - 2015 ("ESOS 2015"):

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and E-voting:

"RESOLVED THAT pursuant to the Regulations 12 and all other applicable provisions of the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014, as amended from time to time, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Section 62(1)(b) of the Companies Act, 2013 read with the rules applicable and other applicable provisions, if any, (including any amendment thereto or re-enactment thereof) Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges viz., BSE Limited and National Stock Exchange Limited, where the Company's shares are listed, and other prevailing statutory guidelines in that behalf and subject to such other approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board or as may prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to or accepted by the Board in its sole discretion, consent of the shareholders be and is hereby accorded to ratify the Quess Corp Limited - Employee Stock Option Scheme 2015 ("ESOS 2015"), which was formulated prior to Initial Public Offer of the Company ("IPO") and prior to the listing of the Equity shares of the Company on the aforesaid Stock Exchanges.

RESOLVED FURTHER THAT the other terms and conditions of the ESOS 2015, except as set out in the explanatory statement shall remain unchanged.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any Committee including the Nomination and Remuneration Committee of the Board or any other committee which the Board may constitute from time to time, to exercise its powers, including the powers conferred by the Board) be and is hereby authorized to create, issue, offer and allot to or to the benefit of such person(s), who are permanent employees of the Company (present or

future) working in India or out of India; options exercisable into not more than 19,00,000 Equity Shares of Rs. 10/- each of the Company under the ESOS 2015, on such terms and conditions as may be fixed in accordance with applicable law

RESOLVED FURTHER THAT each option would be exercised for one equity share of the face value of Rs. 10/- each fully paid-up on payment of the requisite exercise price to the Company; provided that in case the Equity Shares are either sub-divided or consolidated, then the number of shares to be allotted under the ESOS 2015 shall automatically be adjusted to ensure there is no change in the economic value for the option holder, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make all such changes as may be required for the purpose of making fair and reasonable adjustments to the number of options, exercise price or other terms and conditions consequent to any corporate action(s) such as right issue/ bonus issue/ merger/ de-merger/ sub-division/ splitting etc. of Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares upon exercise of options from time to time in accordance with the ESOS 2015 and such Equity Shares shall rank pari- passu with all the existing Equity Shares of the Company for all purposes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the ESOS 2015 on the Stock Exchanges, where the securities of the Company may be listed in future.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company (the "Board") (includes a committee constituted by the Board) be and is hereby authorised to do all acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s) and / or officer(s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, without being required to seek any further consent or approval of the shareholder(s)."

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

Sd/-

Ajit Isaac

Chairman, Managing Director & CEO

Place: Bengaluru

Date: 19th October, 2016

Notes:

- 1) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid special business is annexed hereto.
- 2) The Postal Ballot Notice is being sent to all the Shareholders of the Company, whose names appear in the Register of Shareholders/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e. Wednesday, 19th October, 2016 and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Shareholder(s) as on the said cut-off date.
- 3) In support of the "Green Initiative" announced by the Government of India and as well as the provisions of the Companies Act, 2013 and rules made thereunder, a copy of this Notice, interalia indicating the process and manner of remote E-voting are being sent by email to those Shareholders who have registered their email addresses either with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent or the Company (in case of shares held in physical form shareholder) unless the Shareholder has requested for a printed copy of the same.
- 4) For Shareholders who have not registered their e-mail addresses, printed copies of this Postal Ballot Notice and Postal Ballot Form are being sent by permitted mode, along with instruction on E-voting

and a postage-prepaid self-addressed Business Reply Envelope (BRE). The Notice is also available on the website of the Company at www.quessecorp.in

- 5) Only a Shareholder holding shares as on the cut-off date is entitled to exercise his vote through E-voting/physical Ballot and send it to the Scrutinizer at the address as mentioned in the BRE.
- 6) The Board of Directors, at its meeting held on Wednesday, 19th October, 2016, has appointed Mr. S.N.Mishra (FCS:6143), Proprietor, SNM & Associates, Company Secretaries, Bengaluru as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Shareholders and for conducting the Postal Ballot process in a fair and transparent manner.
- 7) Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Shareholder(s).

Voting through E-Voting

- 8) In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide E-voting facility to all its Shareholders, to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing E-voting facility to all its Shareholders.
- 9) Shareholders can cast their vote online from Thursday, 27th October, 2016 (9:00 a.m. onwards) till Friday, 25th November, 2016 (upto 5:00 p.m.) as the E-voting module shall be disabled for voting by Friday, 25th November, 2016 thereafter. No voting shall be allowed beyond 5:00 pm of Friday, 25th November, 2016. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on Friday, 25th November, 2016. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.
- 10) Documents related to the abovementioned resolution are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 a.m. to 1:00 p.m. till, Friday, 25th November, 2016.
- 11) For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein: PROCEDURE/INSTRUCTIONS FOR E-VOTING: The instructions for Shareholders for e-voting are as under: A. In case a Shareholder receives an e-mail from evoting@nsdl.co.in i. Launch Internet browser by typing the URL: <https://evoting.nsdl.com> ii. Enter the login credentials (i.e. user ID and password mentioned in your email/Postal Ballot Form). Your Folio No. /DP ID client ID will be your user ID. However, if you are already registered with NSDL for e-voting, you can use your existing User ID and Password for casting your vote. USER ID: For Shareholders holding shares in Demat form: a. For NSDL: 8(eight) character DP ID followed by 8(eight) digits Client ID b. For CDSL: 16 (sixteen) digits Beneficiary ID/Client ID For Shareholders holding shares in Physical form: Event no. (EVEN) followed by Folio No. registered with the Company. Password: Your Unique Password is printed on the Postal Ballot Form/provided in the email forwarding the electronic notice. iii. After entering these details appropriately. Click on 'LOGIN' iv. You will now reach Password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8(eight) characters with at least one upper case (A-Z), one lower case (e-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. v. You need to login again with the new credentials. vi. On successful login, the system will prompt you to select the "EVENT" i.e. Financial Technologies (India) Limited vii. On the voting page, enter the number of shares as on the cut-off date (which represents the number of votes) under "FOR/AGAINST" or alternatively, you may partially enter any number in 'FOR' and partially in "AGAINST" but the total number in 'FOR/AGAINST' taken together should not exceed the total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head. viii. Cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote.

- During the voting period, Shareholders can login any number of times till they have voted on all the resolutions.
- 12) Corporate/Institutional Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer at e-mail id. mishra@snmassociates.in with a copy marked to evoting@nsdl.com. The scanned image of the above mentioned documents should be in the naming format 'Corporate Name EVEN NO.' B. In case a Shareholder receives Postal Ballot Form by Post and wants to vote electronically: i. Initial password is provided at the bottom of the Postal Ballot Form. ii. Please follow all steps from Sl. No. (i) to Sl. No. (viii) as mentioned in (9) above, to cast E-vote. C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and E-voting User Manual for shareholders, available at the download section of <https://evoting.nsdl.com> or contact at Tel No. 1800-222-990 (toll free). In case of any grievances connected with E-voting, shareholders may kindly contact Mr. Santosh Jaiswal , AVP – Technology Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai – 400078 at the designated email id: rnt.helpdesk@linkintime.co.in or at telephone no. (022) 2596 3838.
 - 13) Eligible Shareholders who have not received/received the Postal Ballot notice by email and who wish to vote through physical ballot can download the form from the link <https://evoting.nsdl.com> or from the website of the Company www.queesscorp.com.
 - 14) If the proposed resolution is assented by a requisite majority, it shall be deemed to have been duly passed at a general meeting. The resolution will become effective on and from Friday, 25th November, 2016, being the last date for casting the vote.
 - 15) The Special Resolutions as detailed as in the aforesaid special business of the notice mentioned above shall be declared as passed if the numbers of votes cast in its favour are not less than three times the number of votes, if any, cast against the said Resolution.
 - 16) Shareholders who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope. A Shareholder may request for a duplicate Postal Ballot Form from Company's Registrar & Share Transfer Agent: Mr. Santosh Jaiswal , AVP – Technology Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai – 400078 at the designated email id: rnt.helpdesk@linkintime.co.in or at telephone no. (022) 2596 3838.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013: Item no. 1 & 2:

Approval for alteration of provisions of Memorandum of Association by way of amendment of objects of the Company:

The Company intends to expand and diversify its present scope of operations and it is proposed to venture into new activities (as mentioned in resolution stated at Item No. 1 of the Notice) of which have good potential with respect to the future prospects of the Company. The proposed alteration to the main objects of the memorandum of association shall enable the company to expand its activities and venture into new areas of business and further investments/acquisitions. The Board of Directors, at their meeting held on 19th October, 2016 has approved the alteration of Memorandum of Association of the Company.

To enable the Company to commence the aforesaid business operations, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of revised clauses as stated in the Resolution in the annexed notice. Further, in order to comply with the provisions of section 4, 13 and other applicable provisions of the Companies Act, 2013, the Company needs to delete the other object clause from the memorandum of association.

The above amendments would be subject to the approval of the Registrar of Companies, Karnataka, Bangalore and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

In terms of Section 13 of the Companies Act, 2013 approval of Shareholders in general meeting by way of special resolution is required to alter Memorandum of Association of the Company by way of postal ballot.

The Members are therefore requested to approve, by passing a special resolution, alteration in the Object Clause of the Memorandum of Association as proposed in accompanying resolution.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the Shareholders.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Approval for ratification to the Qess Corp Limited Employees Stock Option Scheme - 2015 ("ESOS 2015"):

The Shareholders of the Company at the extraordinary general meeting of the Company held on December 23, 2015 has accorded its consent to adopt and implement the Qess Corp Limited - Employee Stock Option Scheme 2015 ("ESOS 2015") for the benefit of the permanent employees and directors (except promoter directors and independent directors) of the Company comprising 19,00,000 options which are convertible into equivalent number of equity shares of Rs.10/- each.

As per the provisions of Section 62(1) (b) of the Companies Act, 2013 and rules made thereunder and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, approval by the Shareholders by way of a special resolution is required for implementation of ESOS 2015, which was instituted prior to Initial Public Offer of the Company enabling the Company to make fresh grant of options to eligible employees, in the Company. Accordingly, the resolution as stated at Item No. 2 to this Postal Ballot Notice, is being placed for the approval of shareholders as a special resolution.

The ESOS 2015 was prepared in conformity with the Regulations.

The following are various disclosures as required under the Companies (Share Capital & Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended.

a. Brief description of the Scheme(s)

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme. Your Company believes in rewarding its employees including Directors of the Company as well as that of the subsidiary companies for their continuous hard work, dedication and support, which has led the Company and the subsidiary Companies on the growth path. The objective of the Qess Corp Limited employee Stock Option Scheme 2015 ("ESOS 2015") is to provide an incentive to attract and retain the key employees by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

b. Total No. of options to be granted

*The total grant size under the scheme is 19, 00,000 options of Rs.10/- each and as **per the terms of the scheme, the proposed options shall automatically adjust on account of corporate action including issue of bonus shares, split or rights issue.***

c. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s)

Following classes of employees are entitled to participate in the ESOS 2015:

- *(a) a permanent employee of the Company working in India or out of India; or (b) a director, whether Managing / Whole-Time Director of the Company or not, but excluding an Independent Director; or (c) an Employee, as defined in Sub-clauses (a) or (b) in this paragraph, of a Subsidiary, in India or out of India, but excludes:*
 - *an employee who is a Promoter or a person belonging to the Promoter Group;*
 - *a director who either by self or through relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding share capital of the Company*

d. Requirements of vesting and period of vesting

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising.

In case of	All Unvested Securities/options	All Vested Securities/options
Death	Vested in favour of legal heirs/nominee immediately on the date of death or upon expiry of one year from the date of Grant of the Options, whichever is later and shall be exercised within three years from the date of death of the Grantee (subject to the last date of Exercise not exceeding five years from the date of each Vesting of Options, as the case may be)	Shall be exercised within three years from the date of death of the Grantee (subject to the last date of Exercise not exceeding five years from the date of each Vesting of Options, as the case may be)
Permanent Incapacitation	Shall vest in him immediately on the date of such Permanent Incapacity. All the options (including those which vest upon the Permanent Incapacity of the Grantee) shall be Exercised by him within three years from the date of separation on account of such Permanent Incapacity (subject to the last date of Exercise not exceeding five years from the date of each Vesting of Options, as the case may be), failing which these shall lapse.	Shall be exercised by him within three years from the date of separation on account of such Permanent Incapacity (subject to the last date of Exercise not exceeding five years from the date of each Vesting of Options, as the case may be), failing which these shall lapse.
Retirement	<p>All unvested options, which are, in terms of the applicable Vesting Schedule, scheduled for Vesting within 12 months from the date of Retirement of the grantee will vest on the due dates as per applicable vesting schedule outlined in the grant letter and the balance unvested options will lapse on the date of retirement, unless otherwise determined by the ESOS Compensation Committee whose determination shall be final and binding.</p> <p>After the date of retirement, all vested options shall be exercisable by the grantee (or by the nominee(s)/ legal heir(s)/ successor(s) of the grantee as the case may be, upon the death of the grantee) within three years from the date of retirement, subject to the last date of exercise not exceeding five years from the date of each vesting of options, as the case may be.</p>	After the date of Retirement, all vested options shall be exercisable by the grantee (or by the nominee(s)/ legal heir(s)/ successor(s) of the grantee as the case may be, upon the death of the grantee) within three years from the date of retirement, subject to the last date of exercise not exceeding five years from the date of each vesting of options, as the case may be.
Voluntary Resignation	All unvested options, on the date of submission of resignation to the Company, shall expire and stand terminated with effect from that date. Result into forfeiture and lapse.	All vested options as on date of submission of resignation to the Company shall be exercisable by the grantee, subject to the last date of exercise not exceeding five years from the date of each vesting of options.

In case of	All Unvested Securities/options	All Vested Securities/options
Termination for cause as defined in scheme	In the event of termination of the employment of a grantee due to breach of Company policies/terms of employment, with a cause for such termination, all options granted to such grantee, including the vested options which were not exercised prior to such breach, shall stand terminated with immediate effect. The date of such breach shall be determined by the ESOS Compensation Committee, and its decision on this issue shall be final and binding on all concerned	In the event of termination of the employment of a grantee due to breach of Company policies/terms of employment, with a cause for such termination, all options granted to such grantee, including the vested options which were not exercised prior to such breach, shall stand terminated with immediate effect. The date of such breach shall be determined by the ESOS Compensation Committee, and its decision on this issue shall be final and binding on all concerned
Abandonment	In the event of abandonment of employment by a grantee without the Company's consent, all options granted to such grantee, including the vested options, which were not exercised prior to the abandonment of employment, shall stand terminated with immediate effect. The ESOS Compensation Committee, at its sole discretion shall decide the date of abandonment of employment by an employee and such decision shall be final and binding on all concerned.	In the event of abandonment of employment by a Grantee without the Company's consent, all options granted to such grantee, including the vested options, which were not exercised prior to the abandonment of employment, shall stand terminated with immediate effect. The ESOS Compensation Committee, at its sole discretion shall decide the date of abandonment of employment by an Employee and such decision shall be final and binding on all concerned.
Transfer of an employee	<p>In the event a grantee is transferred by the Company to an associate company (and provided that, during the relevant vesting period, the grantee continues to be in employment with any associate company subsequent to the transfer from the Company) prior to the vesting or exercise of the options, the options granted to such employees shall vest or be exercised as per the terms of grant under the ESOS Scheme 2015 and as specified in the letter of grant, even after such transfer.</p> <p>And the aforesaid various scenarios for a transferred employee shall be applicable as is where is basis.</p>	<p>In the event a grantee is transferred by the Company to an associate company (and provided that, during the relevant vesting period, the grantee continues to be in employment with any associate company subsequent to the transfer from the Company) prior to the vesting or exercise of the options, the options granted to such employees shall vest or be exercised as per the terms of grant under the ESOS Scheme 2015 and as specified in the letter of grant, even after such transfer.</p> <p>And the aforesaid various scenarios for a transferred employee shall be applicable as is where is basis.</p> <p>1.1.2</p>

- e. Maximum period within which the options shall be vested

Options granted under ESOS 2015 would vest within the maximum period of 3 years from the date of grant of such Options in different tranches as per the terms and conditions mentioned in the ESOP scheme 2015.

- f. Exercise price

The Option Exercise Price would be determined by the ESOS Compensation Committee, provided that the Exercise Price per Option shall not be less than the face value of the Equity Shares of the Company as on the date of Grant of Options.

The Option Exercise Price, as determined by the ESOS Compensation Committee will be appropriately specified in the relevant Letter of Grant given to the Grantee at the time of the Grant of Options.

- g. Exercise period and process of exercise

The Options Granted under ESOS 2015 shall vest in the manner set forth below:

- *34% of Options granted (“**Tranche 1 Options**”) shall vest at the end of one year from the grant date (“**First Vesting Date**”)*
- *33% of Options granted (“**Tranche 2 Options**”) shall vest at the end of two years from the grant date (“**Second Vesting Date**”)*
- *33% of Options granted (“**Tranche 3 Options**”) shall vest at the end of three years from the grant date (“**Third Vesting Date**”)*

The Options to a Grantee shall be capable of being Exercised in the manner as set out below:

Exercise Event	Percentage of Vested Options that can be exercised
Tranche 1 Options	
<i>1 year from the First Vesting Date</i>	<i>34% of Tranche 1 options vested as of First Vesting Date</i>
<i>2 years from the First Vesting Date</i>	<i>33% of Tranche 1 options vested as of First Vesting Date</i>
<i>3 years from the First Vesting Date</i>	<i>33% of Tranche 1 options vested as of First Vesting Date</i>
Tranche 2 Options	
<i>1 year from the Second Vesting Date</i>	<i>34% of Tranche 2 options vested as of Second Vesting Date</i>
<i>2 years from the Second Vesting Date</i>	<i>33% of Tranche 2 options vested as of Second Vesting Date</i>
<i>3 years from the Second Vesting Date</i>	<i>33% of Tranche 2 options vested as of Second Vesting Date</i>
Tranche 3 Options	
<i>1 year from the Third Vesting Date</i>	<i>34% of Tranche 3 options vested as of Third Vesting Date</i>
<i>2 years from the Third Vesting Date</i>	<i>33% of Tranche 3 options vested as of Third Vesting Date</i>
<i>3 years from the Third Vesting Date</i>	<i>33% of Tranche 3 options vested as of Third Vesting Date</i>

The Grantee may, at any time during the exercise period, and subject to fulfillment of conditions of the grant and vesting, as applicable, Exercise the Options (as the case may be) by submitting the exercise application to the Company, for issuance and allotment of Shares pursuant to the vested options, accompanied with the:

- i) *payment of an amount equivalent to the option exercise price, in respect of such Shares; and*
 - ii) *such other documentation as the ESOS Compensation Committee may specify to confirm extinguishment of the rights comprising in the options then exercised, subject to Applicable Law.*
- h. Appraisal Process for determining the eligibility of employees for the Scheme(s)

The appraisal process for determining the eligibility of the Employees will be specified by the ESOS Compensation Committee, and will be based on criteria such as role/level of the Employee, past performance record, future potential of the Employee, balance number of years of service until normal retirement age and/or such other criteria that may be determined by the ESOS Compensation Committee at its sole discretion.
- i. Maximum no. of options to be issued per employee and in aggregate

As per the scheme read with Rule 12(4) of Companies (Share Capital and Debenture) Rules, 2014 the options to be issued per employee and in aggregate during any year will not be exceeding one percent of the issued capital of the Company at the time of the grant of options.
- j. Maximum quantum of benefits to be provided per employee under a scheme(s)

Same as above in point no. n
- k. Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust

The Company through the decisions of Nomination and Remuneration Committee of Board of Directors will administer and implement the ESOS 2015 in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time.
- l. Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the trust or both

The ESOS 2015 Scheme involves new issue of shares by the Company numbering 19, 00,000 Shares
- m. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.

Nil
- n. Maximum percentage of secondary acquisition *subject to limits specified under the SEBI SBEB Regulations) that can be made by the trust for the purposes of the scheme(s)

Not Applicable
- o. A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of SEBI SBEB Regulations

The Company shall follow the requirements of the "Guidance Note on Accounting for Employee Share Based Payments" or the accounting standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

- p. Method which the company shall use to value its options

The Company shall follow the intrinsic value method for computing the compensation cost for the options granted. The difference between the compensation cost so calculated and the compensation cost that would have been recognized if the Company had used the Fair Value Method and its impact on the profits and earnings per share shall be disclosed in the Company's Directors' Report.

- q. In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report.

The Company shall follow the intrinsic value method for computing the compensation cost for the options granted. The difference between the compensation cost so calculated and the compensation cost that would have been recognized if the Company had used the Fair Value Method and its impact on the profits and earnings per share shall be disclosed in the Company's Directors' Report.

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

Sd/-

Ajit Isaac

Chairman, Managing Director & CEO

Place: Bengaluru

Date: 19th October, 2016

This page is blank intentionally

INSTRUCTIONS

1. A Member desiring of exercising his / her vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer at Mr. S.N. Mishra of, SNM & Associates, Company Secretaries, No.486, 8th Cross, 10th Main, HAL III Stage, Bangalore - 560075 in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier or by registered post or speed post at the expense of the Member will also be accepted.
2. The self-addressed envelope is addressed to the Scrutinizer appointed by the Board of Directors of the Company.
3. There shall be one Postal Ballot for every Folio / Client ID irrespective of the number of joint holders.
4. The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and failing him by the next named Member and so on.
5. In case of shares held by Companies, trusts, societies etc. the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the Company. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board Resolution / Authority.
6. The votes should be cast either in favour or against or abstain by putting the tick (✓) mark in the column provided for assent or dissent or abstain. Postal Ballot Form bearing tick marks in multiple columns will render the Form invalid.
7. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than Friday, 25th November, 2016. Postal Ballot Form received after this date will be treated as if no reply from the Member has been received.
8. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Wednesday 19th October, 2016.
9. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting shall be final and binding.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified hereinbefore.
11. Members can opt for any one mode of voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot form will be treated as invalid.



Quess Corp Limited

CIN: U74140KA2007PLC043909

Regd Office: 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru, 560103.

Tel:080-6105 6000; Fax:080-6105 6406

Website: www.uesscorp.com ; E-mail: investor@uesscorp.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sr. No. :

1 Name and Registered address of :
the Sole/first named Shareholder

2 Name(s) of Joint holder(s) if any :
(in block letters)

3 Registered Folio No./DP ID No./ :
Client ID No.>(*Applicable to
members holding Shares in
dematerialized form)

4 Number of Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot / E-voting process for the business stated in the Postal Ballot Notice and explanatory statement dated 19th October, 2016 of the Company, by sending my/our assent (FOR) or dissent (AGAINST) or abstain to vote (ABSTAIN) to the said Resolutions by placing tick (✓)mark at the appropriate box below.

Sr. No.	Brief particulars of the item	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Special Resolution for alteration of provisions of Memorandum of Association by way of amendment of objects of the Company.			
2	Special Resolution for ratification to the Quess Corp Limited Employees Stock Option Scheme - 2015 ("ESOS 2015")			

Place:

Date:

Signature of the Equity Shareholder
(must be as per specimen signature registered
with the Company/RTA/Depository)

E-VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password/PIN
105723		