

February 28, 2020

To

**The General Manager**  
Department of Corporate Services,  
**BSE Limited,**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, Phiroze Jeejeebhoy  
Towers, Dalal Street,  
Mumbai - 400 001  
**Security Code - 539978**

**The Manager**  
Department of Corporate Services,  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra- Kundra Complex,  
Bandra (East),  
Mumbai - 400 001

**NSE Symbol - QUESS**

Dear Sir / Madam,

**Sub: Postal Ballot Notice**

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated February 18, 2020 along with Postal Ballot Form ("the Notice").

The Notice will be sent to all the Members whose names appear in the Register of Members/Record of Depositories as on the cut-off date i.e. February 21, 2020. The same will be sent in electronic form to the email addresses registered by the Members with the Depository(s)/ the Company's Registrar & Transfer Agents and physical copies of the Notice will be sent by the permitted mode for Members whose email ids are not registered.

The Company has also engaged services of National Securities Depositories Limited ("NSDL") for providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from Monday, March 2, 2020, at 9:00 A.M. (IST) and shall end on Tuesday, March 31, 2020 at 5:00 P.M. (IST).

Kindly take the above information on record.

Yours sincerely,  
**FOR QUESS CORP LIMITED**

**KUNDAN K LAL**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Quess Corp Limited**

Quess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru-560103, Karnataka, India  
Tel: +91 80 6105 6001 | connect@quesscorp.com | CIN No.L74140KA2007PLC043909

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www.quesscorp.com



## Quess Corp Limited

CIN: L74140KA2007PLC043909

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

Website: [www.uesscorp.com](http://www.uesscorp.com); E-mail: [investor@uesscorp.com](mailto:investor@uesscorp.com)

Tel: 080-6105 6001; Fax: 080-6105 6406

### POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions if any, of the Companies Act, 2013 (**"the Act"**) read with the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 (**"SEBI SBEB Regulations"**) (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force), to transact the special businesses set out below and proposed to be passed by the members, by means of Special Resolution(s) through the process of Postal Ballot including voting by electronic means (**"e-voting"**).

The explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Act setting out all material facts is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid Business Reply Envelope.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Quess Corp Limited (**the "Company"**) is pleased to provide e-voting facility as an alternative to its members to enable them to cast their votes electronically. E-voting is optional and all the members (whether holding shares in dematerialised form or in physical form) may vote by completing and dispatching the postal ballot form by post or by e-voting. The Company has engaged National Security Depositories Limited (**"NSDL"**) for the purpose of providing e-voting facility.

The Board of Directors of the Company (**"the Board"**) at the meeting held on 18<sup>th</sup> February, 2020 appointed Mr. S. N. Mishra (FCS 6143), Proprietor, M/s. SNM & Associates, Practicing Company Secretaries, Bengaluru as Scrutinizer for conducting the postal ballot and e-voting in a fair and transparent manner.

Members are requested to read the instructions printed on the postal ballot form and exercise their vote indicating their assent (FOR) or dissent (AGAINST) for the said resolutions and submit duly completed form in the enclosed self-addressed postage pre-paid business reply envelope. Postal Ballot form sent through courier/post by the members on his/her own expenses are also accepted. Duly completed postal ballot form shall reach the scrutinizer not later than 5:00 PM on 31<sup>st</sup> March, 2020, at Link Intime India Private Limited, C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083, failing which, the same will be considered that no reply has been received from the member.

Members desiring to opt for e-voting are requested to read the instructions in the notes provided elsewhere in this notice. The e-voting module will be disabled / blocked after the business hours i.e. 5:00 PM on 31<sup>st</sup> March, 2020, for voting by the Members. Members can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director or in their absence to the Company Secretary of the Company, as may be authorized by the Board in this regard. On 2<sup>nd</sup> April, 2020, the result of the Postal Ballot will be announced by the Chairman or any person authorised by the Chairman in writing, at the Company's Registered Office at 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru 560103. The results, together with the Scrutinizer's report, will be displayed at the registered office and on the website of the Company i.e., [www.uesscorp.com](http://www.uesscorp.com) and also on the website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com), besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.

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

**SPECIAL BUSINESS:**

**Item No. 1- Approval of the amendments in the “Quess Corp Limited – Employees” Stock Option Scheme 2015”:**

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

**“RESOLVED THAT** in partial modification of the earlier resolutions passed by the members of the Company in the extra-ordinary general meeting of the Company which was held on December 23, 2015, through Postal Ballot on November 26, 2016 and at the Annual General Meeting held on July 24, 2019 for ratification and approval of the **“Quess Corp Limited- Employees’ Stock Option Scheme 2015” (“ESOP 2015”)** by way of a special resolution and pursuant to the provisions of the Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, Regulations 7 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with Circular No. CIR/CFD/POLICY CELL/2/2015 issued by the Securities and Exchange Board of India dated June 16, 2015 (Collectively referred to as “SEBI SBEB Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any statutory modification or re-enactment thereof, the provisions of the Memorandum and Article of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary, and subject to the approval of the **“Quess Stock Ownership Plan- 2020” (“QSOP 2020” or “Plan”)**, consent of the members’ be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee thereof, including the Nomination and Remuneration Committee (**“Remuneration Committee”**) or any other committee which the Board may constitute/designate to act as such under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) for the amendment in the ESOP 2015 by way of re-deployment of the balance 17,51,560 (Seventeen Lakhs Fifty One Thousand Five Hundred and Sixty) employee stock options (**“Options”**) and equity shares from the aggregated number of 19,00,000 (Nineteen Lakhs) Options and equity shares under the ESOP 2015 to QSOP 2020 and to reduce the total number of options to be granted under ESOP 2015 to 1,48,440 (One Lakh Forty Eight Thousand Four Hundred and Forty) options, thereby entitling the option grantee to acquire not exceeding 148,440 (One Lakh Forty Eight Thousand Four Hundred and Forty) equity shares, without any retrospective effect on existing options granted under the ESOP 2015.”

**Item No. 2- Approval of the “Quess Stock Ownership Plan- 2020” (“QSOP 2020” or “Plan”) for the employees of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (collectively referred to as “SEBI SBEB Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999, the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members’ be and is hereby accorded to the introduction and implementation of the **“Quess Stock Ownership Plan - 2020” (“QSOP 2020” or “Plan”)**, the salient features of which are furnished in the explanatory statement annexed hereto and authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee thereof, including the Nomination and Remuneration Committee (**“Remuneration Committee”**) or any other committee which the Board may constitute/designate to act as such under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to create, and grant from time to time, in one or more tranches, not exceeding 36,50,000 (Thirty Six Lakhs and Fifty Thousand) employee restricted stock units (**“RSUs/Options”**) to or for the benefit of such person(s) who are in permanent employment of the Company, whether in or outside India, as the

case may be, within the meaning of the QSOP 2020, including any Director, whether whole time director or otherwise (other than Promoters, Promoter group of the Company, Independent Directors and Directors holding Directly or indirectly more than 10% (Ten percent) of the outstanding equity shares of the Company), as may be decided under the QSOP 2020, exercisable into not more than 36,50,000 (Thirty Six Lakhs and Fifty Thousand) equity shares of the face value of Rs.10/- (Rupees Ten) each fully paid-up, where one Option/RSU would convert in to one equity share upon exercise and payment of the exercise price together with applicable taxes, on such terms and in such manner as the Board / Remuneration Committee may decide in accordance with the provisions of the applicable laws and SEBI SEB Regulations and the provisions of the QSOP 2020”.

**“RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the RSU grantees for the purpose of making a fair and reasonable adjustment to the RSUs granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.”

**“RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the RSU grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for the listing of the equity shares allotted under the Plan on the Stock Exchanges, where the equity shares of the Company are listed in compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules and regulations including instances where such RSUs shall lapse and to grant such number of RSUs, to such employees and Directors of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the Plan and as the Board may in its absolute discretion think fit, subject to applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Plan from time to time including but not limited to amendments with respect to the vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the Plan, as the Board may in its absolute discretion think fit, subject to applicable laws.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the Plan, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the SEBI SBEB Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws unless such variation, amendment, modification or alteration is not detrimental to the interest of the eligible employees who have been granted RSUs under the Plan and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the QSOP 2020 and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI SBEB Regulations and any other applicable laws in force.”

**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Plan.”

**“RESOLVED FURTHER THAT** Mr. Ajit Isaac, Chairman & Managing Director, Mr. Krishna Suraj Moraje, Executive Director, Mr. Subramanian Ramakrishnan, Chief Financial Officer and Mr. Kundan K Lal, VP and Company Secretary, the authorised representatives of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limited to including the agenda regarding approval of QSOP 2020 in the Notice

convening postal ballot to the shareholders together with the statement of material facts annexed thereto and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient for approval of QSOP 2020, and take all such as may be necessary, proper and expedient to give effect to this Resolution.”

**Item No. 3- Approval of the grant of employee restricted stock units to the employees of Subsidiary Company(ies) of the Company under “Quess Stock Ownership Plan - 2020” (“QSOP 2020” or “Plan”):**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999, the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members’ be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee thereof, including the Nomination and Remuneration Committee (**“Remuneration Committee”**) or any other committee which the Board may constitute/designate to act as such under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to offer, create, and grant from time to time, in one or more tranches, such number of employee restricted stock units (**“Options/RSUs”**) under the **“Quess Stock Ownership Plan - 2020” (“QSOP 2020” or “Plan”)** within the limit prescribed therein to or for the benefit of the permanent employees including Directors (other than Promoter(s), promoter group, Independent Directors and Directors holding directly or indirectly more than 10% (Ten Percent) of the outstanding equity shares of the Company), of the Subsidiary Company(ies) of the Company existing, or future, whether in or outside India, as may be decided under QSOP 2020, exercisable into the corresponding number of equity shares of the face value of Rs.10/- (Rupees Ten) each fully paid-up, where one RSU would convert into one equity share upon exercise, on such terms and in such manner as the Board/Remuneration Committee may decide in accordance with the provisions of the applicable laws and regulations and the provisions of QSOP 2020.”

**“RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned herein before shall rank *pari passu* with the then existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the RSU grantees for the purpose of making a fair and reasonable adjustment to the RSUs granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.”

**“RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the RSU grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for the listing of the Equity Shares allotted under the Plan on the Stock Exchanges, where the Equity Shares of the Company are listed in compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules and regulations including instances where such RSUs shall lapse and to grant such number of RSUs, to such employees and Directors of the Subsidiary Company(ies), at par or at such other price, at such time and on such terms and conditions as set out in the Plan and as the Board may in its absolute discretion think fit, subject to applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Plan from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting

conditions, withdraw or revive the Plan, as the Board may in its absolute discretion think fit, subject to applicable laws.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the Plan, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the SEBI SBEB Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws unless such variation, amendment, modification or alteration is not detrimental to the interest of the eligible employees who have been granted RSUs under the Plan.”

**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Plan.”

**“RESOLVED FURTHER THAT** Mr. Ajit Isaac, Chairman & Managing Director, Mr. Krishna Suraj Moraje, Executive Director, Mr. Subramanian Ramakrishnan, Chief Financial Officer and Mr. Kundan K Lal, VP and Company Secretary, the authorised representatives of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limited to including the agenda regarding approval of QSOP 2020 in the Notice convening postal ballot to the shareholders together with the statement of material facts annexed thereto and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient for approval of QSOP 2020, and take all such as may be necessary, proper and expedient to give effect to this Resolution.”

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

**Place: Bengaluru  
Date: 18th February, 2020**

**Qess Corp Limited**

3/3/2, Bellandur Gate, Sarjapur Main Road,  
Bengaluru 560103  
Tel: +91-80-6105 6001

**Email: [investor@quesscorp.com](mailto:investor@quesscorp.com)**

**Website: [www.quesscorp.com](http://www.quesscorp.com)**

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

## NOTES:

1. Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 is annexed and forms part of this Notice.
2. Members may note that the Postal Ballot Notice will be available on the Company's website [www.quesscorp.com](http://www.quesscorp.com) and shall also be available on the website of NSDL viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. In compliance with Section 108 of the Companies Act, 2013, the Rules made thereunder and in terms of Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services. The instructions for electronic voting are annexed to the Notice. The Company has availed the services of National Securities Depository Limited (NSDL) for providing the necessary remote e-voting platform to the members of the Company.
4. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 21st February, 2020 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
5. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in Demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope (BRE).
6. In case of the members are desirous of obtaining a printed Postal Ballot Form or a duplicate, he/she may send a written request to the Registrar and Transfer Agent or the Company or may send an email to [investor@quesscorp.com](mailto:investor@quesscorp.com) or [evoting@linkintime.co.in](mailto:evoting@linkintime.co.in)
7. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/postal Ballot and send it to the Scrutinizer at the address as mentioned in the BRE.
8. The Board of Directors on 18th February, 2020, has appointed Mr. S. N. Mishra (FCS 6143) Proprietor, M/s. SNM & Associates, Practicing Company Secretaries, Bengaluru, as Scrutinizer to receive and scrutinize the Postal Ballot Forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.  
  
Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
9. The e-voting period shall commence on 2nd March, 2020 at 9:00 AM and end on 31st March, 2020 at 5:00 PM. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a shareholder, it cannot be changed subsequently. 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 pm on 31st March, 2020. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
10. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder vote through e-voting facility as well as cast their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and vote cast through Postal Ballot will be treated as invalid.
11. The resolutions, if approved, shall be deemed to have been duly passed on the last date of e-voting i.e 31st March, 2020. The resolutions will become effective on and from 31st March, 2020, being the last date for casting the vote.

12. All the documents related to the abovementioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 am to 1:00 pm till 31st March, 2020.

13. For e-voting, please read carefully the “Procedure/instructions for e-voting” enumerated herein:

A. For shareholders receiving e-mail communication from NSDL

Step 1

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 112837 then user ID is 112837001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) Retrieval of ‘initial password’
  - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the checkbox
8. Now, you will have to click on the “Login” button
9. After you click on the “Login” button, Home page of e-Voting will open.

## Step 2

1. After successful login as mentioned in Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Qness Corp Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## B. For shareholders’ receiving the physical copy of the Notice of Postal Ballot:

The initial password is provided at the bottom of the Postal Ballot Form which is being sent separately along with the Postal Ballot Notice. Please follow all steps mentioned above except 13(5)(c)(i) to cast your vote.

### General Guidelines:

1. Institutional Shareholders (that is, other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG format) of the Board Resolution / Authority Letter together with an attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail: [mishra@snmassociates.in](mailto:mishra@snmassociates.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. For shareholders’ who have become members of the Company after the despatch of the Notice of Postal Ballot. Any person who is not a member as on the cut-off date shall treat this notice for information purpose only.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password

4. Shareholders can update their mobile numbers and e-mail IDs in the user profile details of the folio which may be used for sending communication(s) regarding the NSDL e-voting system in the future.
5. In case of any queries, shareholders may refer to the Frequently Asked Questions (FAQs) and remote e-voting user manual for shareholders available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the toll free no.: 1800-222-990. Shareholders may also contact the Company or its Registrar and Transfer Agents for any assistance in this regard.
6. All documents relating to the above mentioned resolutions shall be open for inspection at the Registered Office of the Company during normal business hours on any working day till the last date of sending the Postal Ballot Form.
7. Eligible Members 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://www.evoting.nsdl.com/> or the website of the Company [www.quesscorp.com](http://www.quesscorp.com).
8. All Investor Queries/Complaints/Grievances may be addressed to the Secretarial Department at the Registered and Corporate Office of the Company or by sending an e-mail to [investor@quesscorp.com](mailto:investor@quesscorp.com).

Members can also write to M/s Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company, having their office at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083 or send an e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

## **EXPLANATORY STATEMENT ANNEXED TO NOTICE**

### **[PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013]**

#### **Item No. 1:**

The Company had implemented the "Quess Corp Limited- Employees' Stock Option Scheme 2015" ("**ESOP 2015**") upon approval by the shareholders of the Company by way of a special resolution on December 23, 2015, to attract, retain, motivate and reward the key talents working with the Company. The Company had also taken the approval of the shareholders of the Company on the same date to extend the benefits of ESOP 2015 to the employees of its subsidiary company(ies). Thereafter, the ESOP 2015 has been ratified by the shareholders through postal ballot on November 26, 2016 and on July 24, 2019 in the Annual General Meeting of the Company in compliance with SEBI SBEB Regulations. The in-principle approval was obtained from BSE Limited on July 5, 2018 and National Stock Exchange of India Limited on August 28, 2019.

As per Clause 3.4 and 13 of the ESOP 2015, the Committee has the right to amend the Scheme 2015 in such manner and at such time or times as it may deem fit, provided that any such amendment shall not be detrimental to the interest of the Grantees/Employees. Further it states that the Options not Vested due to non-fulfillment of the Vesting Conditions, Vested Options which the Grantees have expressly refused to Exercise, Options (Vested and not Exercised and Unvested) which have been surrendered and any Options Granted but not Vested or Exercised within the stipulated time due to any reasons, shall lapse and these Options or the underlying equity shares will be available for Grant by the Remuneration Committee to any Employee(s) as it may deem fit in its absolute discretion, whether under the present Scheme 2015 or any amendment thereto or under a new scheme, as a fresh grant, subject to compliance with the provisions of the Applicable Law.

The Company had approved aggregated 19,00,000 (Nineteen Lakhs) employee stock options to grant under the ESOP 2015 exercisable not more than 19,00,000 (Nineteen Lakhs) equity shares of the face value of Rs. 10/- (Rupees Ten) each fully paid-up. Over course of its operation, the Company had granted options out of which 1,48,440 (One Lakh Forty Eight Thousand Four Hundred and Forty) Options are to be vested. There is still a substantial portion of 17,51,560 (Seventeen Lakhs Fifty One Thousand Five Hundred and Sixty) Options which are still ungranted and not to be vested under the ESOP 2015.

It is now proposed that the ESOP 2015 shall be limited to 1,48,440 (One Lakh Forty Eight Thousand Four Hundred and Forty) Options by re-deployment of 17,51,560 (Seventeen Lakhs Fifty One Thousand Five Hundred and Sixty) Options under the QSOP 2020 by way of amendment in the ESOP 2015. It is proposed that the objective of the Company is met under the proposed plan "Quess Stock Ownership Plan- 2020" ("**QSOP 2020**" or "**Plan**"). Hence,

it is sought to have the ungranted and unvested number of Options, and equal number of underlying equity shares, reduced from the total number available for grant under the ESOP 2015 and have a total number of Options and equity shares under the ESOP 2015 post amendment be 1,48,440 (One Lakh Forty Eight Thousand Four Hundred and Forty) Options, each exercisable into one equity share having face value of Rs.10 fully paid up. No change in terms of existing Options granted to employees is sought under the ESOP 2015 and such amendment shall only be brought into effect for Options, and equal number of shares, not granted or lapsed as on date.

Given the nature of the proposed amendment, it is not detrimental to the interests of existing option grantee and is to give greater benefit to the Company.

Accordingly, the Nomination and Remuneration Committee of the Board of Directors of the Company ("**Remuneration Committee**") and the Board of Directors of the Company ("**Board**") has approved the aforesaid amendments by way of reduction of the aggregated number of Options and equity shares under the ESOP 2015 vide resolution dated 18th February, 2020.

The foregoing amendments, being a variation in the total number of Options and equity shares, needs prior approval of the shareholders of the Company for effecting such amendments under the provisions of Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with Section 62(1) (b) of the Companies Act, 2013.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said special resolutions, except to the extent of their shareholding interest, if any.

The Board recommends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval by the Members.

### **Item No. 2 and 3:**

In today's competitive world, the employees of a Company are its most important resource and asset. Your Company fully recognizes the same and therefore, wants its employees to participate and share the fruits of growth and prosperity along with the Company, subject to their achieving performance targets.

Performance based equity compensation is considered to be an integral part of employee compensation across sectors, enabling the alignment of the personal goals of the employees with organizational objectives. In continuation of the Company's philosophy of aligning employee interests with stakeholders value creation, it was suggested to implement the proposed plan with a view to grant performance-linked restricted stock unit to motivate key employees, to create an employee ownership culture, to attract new talent, and to retain existing managers.

With the above objective, the Nomination and Remuneration Committee of the Board of Directors of the Company ("**Remuneration Committee**") and the Board of Directors of the Company ("**Board**") at their respective meetings held on February 18, 2020 has proposed and approved subject to your approval to a new performance-linked stock incentive plan called the "Quess Stock Ownership Plan - 2020" ("**QSOP 2020**" or "**Plan**") seeking to cover eligible employees which deem to include Directors of the Company and its Subsidiary Company(ies) under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI SBEB Regulations**").

Under the Plan, the eligible employees shall, subject to meeting performance targets, be granted RSUs which will be exercisable into equity shares of Rs. 10 (Rupees Ten) each of the Company (the "Equity Shares"). The maximum number of Equity Shares to be issued and allotted under the Plan shall be limited to 36,50,000 (Thirty Six Lakhs and Fifty Thousand) Equity Shares of the Company representing approximately 2.47% of the current paid-up equity shares of the Company. As stated in Item No. 1, the Board proposed the re-deployment of 17,51,560 (Seventeen Lakhs Fifty One Thousand Five Hundred and Sixty) options and equity shares from ESOP 2015, i.e., 1.19% of total paid up capital to QSOP 2020 and therefore, there would be a maximum additional dilution of 1.28% of total paid-up capital of the Company.

The Plan will be administered by the Remuneration Committee constituted pursuant to the provisions of Section 178 of the Companies Act, 2013 (**the "Act"**).

Pursuant to Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with Section 62(1)(b) of the Companies Act 2013, the Company seeks your consent for the approval of

the QSOP 2020 and its implementation and the grant of RSUs thereunder to the eligible employees of the Company and its Subsidiary Company(ies) as decided from time to time as per the provisions of the QSOP 2020 read with the provisions of SEBI SBEB Regulations.

The salient features, relevant disclosures and key details of the QSOP 2020 are set out as below:

**a. Brief description of the scheme(s);**

Keeping in view the aforesaid objectives, the QSOP 2020 contemplates grant of RSUs to the eligible employees of the Company and of its Subsidiary Company(ies). The SEBI SBEB Regulations permit granting RSUs to employees which entitle them to receive appreciation in the value of shares of the Company at a future date and in a pre-determined manner, where such appreciation is settled by way of allotment of shares of the Company.

The Remuneration Committee shall act as the Compensation Committee for the administration of the QSOP 2020. All questions of interpretation of the QSOP 2020 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the QSOP 2020.

This proposed plan "Quess Stock Ownership Plan- 2020" provides alternatives to the Company to grant incentives to eligible employees (as selected by the Nomination and Remuneration Committee/Compensation Committee) RSUs and subject to applicable law and terms and conditions of the Plan, the eligible employees shall be entitled to receive Equity Shares upon fulfilment of those performance conditions as are determined by the Nomination and Remuneration Committee/Compensation Committee.

The objectives of the QSOP 2020 are as below:

- i. to strengthen alignment between value creation for the Company's shareholders and long-term wealth creation for Employee in the leadership role;
- ii. to attract, reward and retain top talent in the Company and its Subsidiary Company(ies) in key leadership roles, through a promise of significant wealth creation opportunity over a 6 (six) year period, linked to the individual and Company performance, thereby catching up to market norms on overall compensation;
- iii. to build a mutually rewarding partnership for Employees in the leadership role and ensure 'skin in the game' for higher performance, thereby ensuring continuity and predictability of the organization performance and protection of shareholders' interests.

The Stock ownership plan will cover the senior managers, will be vested periodically over 6 years, and will be **100% performance based** vesting, the criteria being a mix of group and individual targets. These criteria will include achievement of EBITDA, ROE, OCF and Digital-led revenue.

**b. The total number of RSUs, to be granted;**

The total number of RSUs to be granted under the QSOP 2020 shall not exceed 36,50,000 (Thirty Six Lakhs and Fifty Thousand) RSUs to the eligible employees of the Company and its Subsidiary Company(ies) , in one or more tranches, from time to time, which in aggregate exercisable into not more than 36,50,000 (Thirty Six Lakhs and Fifty Thousand) equity shares of the face value of Rs.10 (Ten) each fully paid up., being approximately 2.47% of the paid-up equity shares of the Company, with each such RSU conferring a right upon the Employees to apply for one Share in the Company in accordance with the terms and conditions as may be decided under the Plan. A substantial portion of 17,51,560 (Seventeen Lakhs Fifty One Thousand Five Hundred and Sixty) Options left which are ungranted and/or not to be vested under the ESOP 2015, and has been transferred to the current Plan.

In case of any corporate action(s) such as rights issues, bonus issues, merger, sale of a division or other re-organisation of capital structure of the Company, as the case may be, the number of RSUs shall be adjusted in a fair and reasonable manner by the Remuneration Committee. In this regard, the Remuneration Committee shall adjust the number and price of the RSUs granted in such a manner that the total value of the RSUs granted under the QSOP 2020 remains the same after any such corporate action. Accordingly, if any additional RSUs are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 36,50,000 (Thirty Six Lakhs and Fifty Thousand), shall be deemed to be increased to the extent of such additional RSUs issued .

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

All permanent employees and Directors (hereinafter referred to as “Employees”) of the Company and its Subsidiary company(ies) shall be eligible subject to determination or selection by the Remuneration Committee. The following classes of employees/ Directors are eligible:

- (i) a permanent employee of the Company working in India or out of India; or
- (ii) a Director of the Company, whether a whole time Director or not but excluding an Independent Director; or
- (iii) an employee, as defined in Sub-clauses (i) or (ii) above, of the Subsidiary Company(ies) of the Company but does not include—
  - (i) an employee who is a Promoter or belongs to the Promoter Group; and
  - (ii) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.

**d. Requirements of vesting and period of vesting;**

All the RSUs granted on any date shall vest not earlier than a minimum of 1 (One) year and not later than a maximum of 6 (Six) years from the date of grant of RSUs as may be determined by the Remuneration Committee.

In addition to the minimum and maximum vesting period, all the RSUs under the QSOP 2020 will vest on the basis of performance without limiting to the individual performance of the employee, Business unit performance, Company’s performance and group performance. This will also include non-financial parameters such as business leadership (e.g., diversity, attrition, and individual leadership qualities). The Remuneration Committee shall have the power to set specific criteria for aforesaid performance, the detailed terms and conditions, the proportion in which RSUs granted can vest, and which may be specified in the respective grant letters or the vesting letters to be issued in this regard. No vesting shall be tenure based.

The Remuneration Committee may also extend, shorten or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting period.

The vesting dates in respect of the RSUs granted under the QSOP 2020 shall be determined by the Remuneration Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of RSUs to be vested.

RSUs shall vest essentially based on the continuation of employment/ service as per the requirement of SEBI SBEB Regulations.

**e. Maximum period within which the RSUs shall be vested;**

All RSUs granted under the QSOP 2020 shall vest not later than the maximum period of 6 (six) years from the date of grant of such RSUs.

**f. Exercise price or pricing formula;**

The Exercise Price per RSUs shall be face value of the Share.

**g. Exercise period and process of exercise;**

The Exercise Period in respect of the RSUs shall be subject to the maximum period of 3 (Three) years from the date of vesting of RSUs. The RSUs shall be deemed to have been exercised when an Employee makes an application in writing to the Company or by any other means as decided by the Remuneration Committee, for the transfer of Shares against the RSUs vested in him, subject to payment of Exercise Price, applicable taxes and compliance of other requisite conditions of Exercise of RSUs.

**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 based on designation, period of service, performance-linked parameters such as work performance, past, present as well as future, seniority

of the employee and such other criteria as may be determined by the Remuneration Committee at its sole discretion, from time to time. The Remuneration Committee may decide to extend the benefits of the Plan to new entrants or to existing eligible employees on such basis as it may deem fit, in accordance with applicable law.

**i. Maximum number of RSUs, to be issued per employee and in aggregate;**

The maximum number of RSUs that may be granted to any specific employee of the Company per employee and in aggregate under the QSOP 2020 shall not exceed 10,00,000 (Ten Lakhs) RSU, of the Company at the time of the grant of such RSUs.

**j. Maximum quantum of benefits to be provided per employee under a scheme(s);**

Apart from the grant of RSUs as stated above, no monetary benefits are contemplated under the QSOP 2020.

**k. Lock-in Period, if any;**

There is no lock in period.

**l. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;**

The QSOP 2020 shall be implemented and administered directly by the Board/Remuneration Committee and not through the Trust route.

**m. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;**

The QSOP 2020 contemplates only issue of new shares/fresh shares by the Company and not involves any secondary acquisition.

**n. 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.;**

This is currently not contemplated under the present QSOP 2020.

**o. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);**

This is not applicable under the QSOP 2020.

**p. A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15;**

The Company shall follow the IND AS 102 on Share based Payments and/ or any relevant 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. In case, the existing rules, guidance note or accounting standards do not prescribe accounting treatment or disclosure requirements, any other accounting standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB Regulations.

**q. The method which the company shall use to value its RSUs;**

The Company shall follow the 'fair value method' for valuation of RSUs as prescribed under guidance note or under the accounting standard, as applicable, notified by appropriate authorities from time to time.

**r. Transferability of RSUs;**

The RSUs granted to eligible employees will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner. RSUs shall not be transferable to any person except in the event of the death of the RSU Grantee.

**s. The conditions under which RSUs vested in employees may lapse e.g. in case of termination of employment for misconduct and the specified time period within which the employee shall exercise the vested RSUs in the event of a proposed termination of employment or resignation of the employee;**

**In case of resignation / termination (other than due to misconduct)** - All vested RSUs as on the date of submission of the resignation shall be exercisable by the RSU Grantee on or before his/her last working day in the Company or its Subsidiary Company(ies). All the unvested RSUs as on date of resignation/ termination shall stand cancelled with effect from the date of such resignation/ termination.

**In case of termination due to misconduct** - All the vested RSUs (but not exercised) and unvested RSUs at the time of such termination shall stand cancelled with effect from the date of such termination.

**t. The following statement, if applicable;**

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 Boards' report and the impact of this difference on profits and on earnings per share ("**EPS**") of the company shall also be disclosed in the Board's report.

The above statement is applicable.

The Plan entails further issue of shares, consent of the members of the Company is required by way of a special resolutions pursuant to Section 62(1)(b) of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations. Accordingly, the Special resolutions set out at Item No. 2 and 3 of this Notice are proposed for approval by the members.

The copy of the QSOP 2020 is available for inspection, without any fee, by the members of the Company at the Company's registered office during normal hours on working days up to March 31, 2020.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Plan.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item Nos. 2 and 3 of the accompanying Notice.

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

**Place: Bengaluru  
Date: 18th February, 2020**

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



WINNING TOGETHER

QUESS CORP LIMITED

CIN: L74140KA2007PLC043909

Registered Office: 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru 560103

Website: [www.quesscopy.com](http://www.quesscopy.com), E-mail: [investor@quesscopy.com](mailto:investor@quesscopy.com)

Tel: 080 6105 6001, Fax: 080 6105 6406

**POSTAL BALLOT FORM**

(i)	Name & registered address of the sole/ first named Shareholder:	
(ii)	Name (s) of the Joint Shareholder (s), if any:	
(iii)	Regd. Folio No./*DP ID-Client ID No. (*Applicable to Shareholders Holding Shares in Demat Form):	
(iv)	No. of Equity Shares held :	

I/We hereby exercise my/our vote in respect of the following Resolution(s) as mentioned in the Notice, to be passed through postal ballot for the business stated in Notice dated February 18, 2020 issued by the Company by sending my/our assent/dissent to the said Resolution(s) by placing the tick (√) mark against the appropriate box below:

Resolution No.	Description of Resolution	Number of equity shares held	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
<b>SPECIAL RESOLUTION</b>				
1.	Approval of the amendments in the "Quess Corp Limited – Employees' Stock Option Scheme 2015".			
2.	Approval of the 'Quess Stock Ownership Plan-2020' ("QSOP 2020" or "Plan") for the employees of the Company.			
3.	Approval of the grant of employee restricted stock units to the employees of Subsidiary Company(ies) of the Company under 'Quess Stock Ownership Plan- 2020'("QSOP 2020" or "Plan").			

Place :

Date :

Signature of the Shareholder(s) /  
Power of Attorney Holder/Authorised Representative

(In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/ Power of Attorney should be sent along with Postal Ballot Form)

ELECTRONIC VOTING PARTICULARS		
EVEN (Electronic Voting Sequence Number)	USER ID	PASSWORD

1. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
2. Last Date of Receipt of Postal Ballot Forms by Scrutinizer is 31<sup>st</sup> March, 2020 upto 05.00 p.m.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of Voting	End of Voting
March 2, 2020 from 9:00 AM	March 31, 2020 upto 5:00 PM



## GENERAL INSTRUCTIONS TO SHAREHOLDERS FOR VOTING

1. The Company is also offering e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the enclosed Postal Ballot Notice. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by Quess Corp Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
3. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting done through Postal Ballot Form shall be treated as invalid.
4. The postage pre-paid self-addressed envelope bears the postal address of the Scrutinizer appointed by the Company.
5. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director or in their absence to the Company Secretary of the Company, as may be authorized by the Board in this regard. On 2<sup>nd</sup> April, 2020, the result of the Postal Ballot will be announced by the Chairman or any person authorised by the Chairman in writing, at the Company's Registered office at 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru 560103. The results, together with the Scrutinizer's report, will be displayed at the registered office and on the website of the Company i.e., [www.quescorp.com](http://www.quescorp.com) and also on the website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com), besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.
6. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
7. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority letter.
8. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
9. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. on or before 31<sup>st</sup> March, 2020 upto 5.00 p.m. IST. Postal Ballot Form received/votes casted after this date will be strictly treated as if the reply from such Member(s) has not been received.
11. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
12. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on 21<sup>st</sup> February, 2020.
13. The Postal Ballot shall not be exercised by a Proxy.
14. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
15. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction no. 10 above.
16. A Postal Ballot Form shall be considered invalid if any competent authority has given directions in writing to the Company to freeze the voting rights of the Member or it is defaced or mutilated in such a way that its identity as a genuine form cannot be established.
17. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to [investor@quescorp.com](mailto:investor@quescorp.com).

**NOTE:** PLEASE READ THE INSTRUCTIONS PRINTED AS ABOVE BEFORE EXERCISING THE VOTE.