

QUESS

WINNING TOGETHER

QUESS CORP LIMITED

**CHARTER
OF
NOMINATION AND REMUNERATION
COMMITTEE**

Contents

Sl. No.	Particulars	Page No.
1	Objective of the Committee	3
2	Composition of the Committee	3
3	Meetings and Quorum:	3
4	Terms of reference	3
5	Review of Charter	4
6	Version History	5

1. Objective of the Committee:

The Nomination and Remuneration Committee ("Committee") of the Board of Directors ("Board") of Qess Corp Limited ("Company") has been constituted in compliance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The objective of the Committee is to review the Board structure, size and composition and make recommendation for any Changes, assist the Board in discharging its responsibilities relating to compensation of the Company's Executive Directors, Key Managerial Personnel and Senior Management and matters stated in the terms of reference of the Committee.

The role, responsibilities and powers of the Committee shall include matters set out in this Charter and such other items as may be prescribed by applicable laws as amended or by the Board in compliance with applicable law from time to time.

2. Composition of the Committee:

The Committee shall consist of 3 (three) or more Non-Executive Directors out of which at least 2/3 (two-third) of the Directors shall be Independent Directors.

The Chairperson of the Nomination and Remuneration Committee shall be an Independent Director. The Chairperson of the listed entity, whether executive or non-executive, may be appointed as a member of the Nomination and Remuneration Committee and shall not chair such Committee.

The Chairperson of the Committee may be present at the Annual General Meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

The Company Secretary of the Company shall act as Secretary to the Committee.

3. Meetings and Quorum:

The Committee shall meet at least once in a financial year.

The quorum for a meeting of the Committee shall be either 2 (two) members or 1/3 (one third) of the members of the committee, whichever is greater, including at least 1 (one) independent director in attendance.

4. Terms of reference:

The Committee shall act and have powers in accordance with the terms of reference, as approved by the Board from time to time and such other items as may be prescribed by applicable laws, which shall include the following:

- a) Formulate the criteria for determining qualifications, positive attributes and independence

- of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of the performance of Independent Directors and the Board;
 - c) Devising a policy on Board Diversity;
 - d) Identify persons who are qualified to become directors and who may be appointed in senior management/ KMP in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
 - e) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
 - f) Analysing, monitoring and reviewing various human resource and compensation matters;
 - g) Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
 - h) Recommend to the Board, all remuneration, in whatever form, payable to directors and senior management;
 - i) To satisfy itself with regard to succession planning, that the processes and plans are in place with regard to the Board & senior management;
 - j) Determine compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market related, usually consisting of fixed and variable components;
 - k) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
 - l) To perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - m) To perform such functions or duties as may be prescribed under the Companies Act, 2013, the SEBI Listing Regulations and any other applicable laws from time to time and discharge such other functions as may be specifically delegated to the Committee by the Board from time to time.

5. Review of the Charter:

The adequacy of this Charter shall be reviewed and re-assessed by the Committee, as and when required and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about to the regulatory framework or policy changes, from time to time.

In case of any ambiguity or need for any clarification, the Company should refer applicable Secretarial Standards, provisions of Companies Act, 2013, SEBI Listing Regulations, Articles of Association of the Company and any other applicable laws. Further, in case there prevails any inconsistency between the provisions of this Charter and the law, the law shall prevail.

6. Version History:

The Charter was last reviewed, amended and approved by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 19, 2025.
