

QCL/SEC/2026-27/02

April 07, 2026

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Security Code – 539978

National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex,
Bandra (East), Mumbai – 400 051
NSE Symbol – QUESS

Dear Sir/ Madam,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and in continuation of our earlier letter dated March 16, 2026, please find enclosed herewith a copy of the Postal Ballot Notice dated March 16, 2026, seeking approval of the Members for the following matters:

1. To approve the amendments in the Quess Stock Ownership Plan 2020;
2. To approve the Quess Stock Ownership Plan 2026 and grant of performance-oriented Restricted Stock Units to eligible employees of the Company;
3. To approve grant of performance-oriented Restricted Stock Units to the employees of present and future subsidiary and/or associate company(ies) under the Quess Stock Ownership Plan 2026;
4. Authorization for secondary acquisition of equity shares of the Company by Quess Corp Limited Employees Welfare Trust for implementation of the Quess Stock Ownership Plan 2026; and
5. To approve the appointment of Mr. Lohit Bhatia (DIN: 07980280) as a Whole-time Director designated as the Executive Director and Group Chief Executive Officer of the Company.

Further, in compliance with all the applicable circulars issued by the Ministry of Corporate Affairs (MCA), the Postal Ballot Notice along with Explanatory Statement and Instructions for remote e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, April 03, 2026 (Cut-off date). Further, communication of assent or dissent by the Members on the items of special businesses set out in this Notice shall be done through remote e-voting only i.e., the casting of votes electronically.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility to the Members. The instructions for remote e-voting form part of the Notice. The remote e-voting facility will be available during the following period:

Commencement of the remote e-voting period	09:00 A.M. (IST) on Thursday, April 09, 2026
Conclusion of the remote e-voting period	05:00 P.M. (IST) on Friday, May 08, 2026
Cut-off date for eligibility to vote	Friday, April 03, 2026
Date of declaration of voting results	On or before Tuesday, May 12, 2026

Quess Corp Limited

Quess Tower, Sky Walk Avenue, 32/4, Hosur Road, Roopena Agrahara, Bommanahalli, Bengaluru– 560068, Karnataka, India
Tel: +91 080-49345666 | contactus@quesscorp.com | CIN: L74140KA2007PLC043909

The above information will also be available on the website of the Company at www.quesscorp.com.

Kindly take the above information on record and oblige.

Yours sincerely,

For Quess Corp Limited

Kundan K Lal
Company Secretary & Compliance Officer
Membership No.: F8393

Encl: as above

Quess Corp Limited

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QESS CORP LIMITED

CIN: L74140KA2007PLC043909

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

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

Website: www.qesscorp.com

POSTAL BALLOT NOTICE

**Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies
(Management and Administration) Rules, 2014**

Dear Members,

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the Members of Qess Corp Limited (the Company) by means of Postal Ballot, only by way of remote e-voting process (e-voting), pursuant to Section 108 and Section 110 of the Companies Act, 2013 (the Act) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs (MCA), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and other relevant circulars, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), this Postal Ballot Notice (Notice) is being sent by email only, to the Members whose email addresses are registered with the Company/ Depository Participants (DP)/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the Members on the resolution proposed in this Notice will be considered only through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. V. Sreedharan (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, (FCS 7260; CP 7835), Practicing Company Secretaries and Partners of M/s. V. Sreedharan & Associates, Company Secretaries, Bengaluru, (the Scrutinizers) for conducting the postal ballot and remote e-voting process fairly and transparently.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility to the Members. Members are requested to follow the procedure as stated in the notes and instructions for the casting of votes by remote e-voting.

The remote e-voting facility will be available during the following period:

Commencement of the remote e-voting period	09:00 A.M. (IST) on Thursday, April 09, 2026
Conclusion of the remote e-voting period	05:00 P.M. (IST) on Friday, May 08, 2026
Cut-off date for eligibility to vote	Friday, April 03, 2026

The remote e-voting module shall be disabled by the CDSL for voting thereafter and will not be allowed beyond the said date and time. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before Tuesday, May 12, 2026. The said results would be displayed at the Registered Office of the Company and would also be intimated to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website, www.quesscorp.com and on the website of the CDSL at www.evotingindia.com.

In the event the resolution is passed by the requisite majority, the date of passing the resolution shall be deemed to be on Friday, May 08, 2026, viz., the last date specified by the Company for remote e-voting.

SPECIAL BUSINESS

Item No. 1 – To approve the amendments in the Qess Stock Ownership Plan 2020.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI SBEB & SE Regulations), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Memorandum of Association and Articles 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 ‘Qess Stock Ownership Plan 2026’ (‘QSOP 2026’ or ‘the Plan’), based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, 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 & SE Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) for the amendment in the Qess Stock Ownership Plan 2020 (QSOP 2020) by way of re-deployment of the balance 18,22,968 (Eighteen Lakhs Twenty-Two Thousand Nine Hundred and Sixty-Eight) restricted stock units (RSUs) and equity shares from the aggregated number of 36,50,000 (Thirty Six Lakhs and Fifty Thousand) RSUs and equity shares under the QSOP 2020 to QSOP 2026 and to reduce the total number of options under QSOP 2020 to 18,27,032 (Eighteen Lakhs Twenty-Seven Thousand and Thirty Two) RSUs, thereby entitling the option grantee to acquire not exceeding 18,27,032 (Eighteen Lakhs Twenty-Seven Thousand and Thirty Two) equity shares, without any retrospective effect on existing options granted under the QSOP 2020.”

Item No. 2 – To approve the Qess Stock Ownership Plan 2026 and grant of performance-oriented Restricted Stock Units to eligible employees of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI SBEB & SE Regulations), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory rules, notifications, regulations, guidelines/ circulars in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s) and may be agreed by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination and Remuneration Committee of the Board or any other Committee constituted and empowered by the Board for the purpose), based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to approve, formulate and implement the ‘Qess Stock Ownership Plan 2026’ (‘QSOP 2026’ or ‘the Plan’) through the trust route and the Board be and is hereby authorised to create, issue, offer, grant and / or allot, from time to time, in one or more tranches, a maximum of such performance-oriented Restricted Stock Units (RSUs) at any point of time drawing up to 52,50,000 (Fifty-Two Lakhs and Fifty Thousand) equity shares (representing 3.52% of the paid-up equity capital of the Company as on February 28, 2026) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) which are exercisable into not more than 52,50,000 (Fifty-Two Lakhs and Fifty Thousand) equity shares (representing 3.52% of the paid-up equity capital of the Company as on February 28, 2026) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of such person(s) who are in employment, whether working in India or outside India and Directors whether a whole-time director or not (other than promoters or member of the promoter group of the Company, an employee who is a promoter or a person belonging to the promoter group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company including the employees of the present and future subsidiary and/ or associate Company(ies) and to such other persons as may from time to time be allowed to be eligible for the benefits of the RSUs under the applicable laws and regulations prevailing from time to time (hereafter collectively referred as ‘Identified Employees’) and as may be approved by the Board, from time to time, at such price or prices in one or more tranches and on such terms and conditions as may be determined by the Board in accordance with the applicable laws, and as per the terms of the Plan and to provide for grant and subsequent vesting and exercise of RSUs by Identified Employees in the manner and method as contained in the Plan and pronounced in the explanatory statement;

RESOLVED FURTHER THAT subject to the applicable laws, approval of the Members of the Company be and is hereby accorded to the Board of the Company to implement the Plan through an irrevocable trust by the name 'Qness Corp Limited Employees Welfare Trust' (the Trust) to be set up by the Company;

RESOLVED FURTHER THAT in compliance with Section 62(1)(b) and applicable provisions of the Act and other applicable laws including but not limited to Indian Trust Act, 1882, the Board be and is hereby authorized to allot the fresh equity shares up to 52,50,000 (Fifty-Two Lakhs and Fifty Thousand) equity shares (representing 3.52% of the paid-up equity capital of the Company as on February 28, 2026) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), to Qness Corp Limited Employees Welfare Trust, to be set up by the Company, over a period of time for the purpose of implementation of the Plan, if required;

RESOLVED FURTHER THAT the equity shares to be issued and/or allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan, from time to time, with the Stock Exchanges where the equity shares of the Company are listed;

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, split, consolidation of shares, or other reorganization of the capital structure of the Company, the ceiling as aforesaid of 52,50,000 (Fifty-Two Lakhs and Fifty Thousand) equity shares (representing 3.52% of the paid-up equity capital of the Company as on February 28, 2026) shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under the Plan;

RESOLVED FURTHER THAT the Company shall confirm compliance with the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein;

RESOLVED FURTHER THAT the Nomination and Remuneration Committee (the Committee) be and is hereby designated as Compensation Committee pursuant to the SEBI SBEB & SE Regulations for administration and superintendence of the Plan;

RESOLVED FURTHER THAT the Board of the Company, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit 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 and 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 Plan and do all other things incidental to and ancillary thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation

and administration of the Plan and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

Item No. 3 – To approve grant of performance-oriented Restricted Stock Units to the employees of present and future subsidiary and/or associate company(ies) under the Qess Stock Ownership Plan 2026.

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), Regulation 6(3)(c) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI SBEB & SE Regulations), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject to such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/ or sanction(s) and may be agreed by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination and Remuneration Committee of the Board or any other Committee constituted and empowered by the Board for this purpose), the consent of the Members of the Company be and is hereby accorded to extend the benefits of the Qess Stock Ownership Plan 2026 (‘QSOP 2026’ or ‘the Plan’) including the grant of performance-oriented Restricted Stock Units (RSUs) under the Plan, up to a maximum of such RSUs at any point of time drawing up to 52,50,000 (Fifty-Two Lakhs and Fifty Thousand) equity shares (representing 3.52% of the paid-up equity capital of the Company as on February 28, 2026) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), which are exercisable into not more than 52,50,000 (Fifty-Two Lakhs and Fifty Thousand) equity shares (representing 3.52% of the paid-up equity capital of the Company as on February 28, 2026) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), to or for the benefit of such person(s) who are in employment, whether working in India or outside India and Directors whether a whole-time director or not (other than promoters or member of the promoter group of the Company, an employee who is a promoter or a person belonging to the promoter group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of the present and future subsidiary and/or associate company (ies) of the Company, and such other employees as may be permitted under the applicable laws (hereafter collectively referred as ‘Identified Employees’) and as may be approved by the Board from time to time, on such terms and conditions, as contained in the Plan;

RESOLVED FURTHER THAT the equity shares to be issued and allotted by the Company, if any, shall rank pari passu in all respects with the existing equity shares of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, split, consolidation of shares, or other reorganization of the capital structure of the Company, the ceiling as

aforesaid of 52,50,000 (Fifty-Two Lakhs and Fifty Thousand) equity shares (representing 3.52% of the paid-up equity capital of the Company as on February 28, 2026) shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under the Plan;

RESOLVED FURTHER THAT the Company shall confirm compliance to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein;

RESOLVED FURTHER THAT the Board of the Company, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan not prejudicial to the interests of the Identified Employees and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit 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 and 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 Plan and do all other things incidental to and ancillary thereof.”

Item No. 4 – Authorization for secondary acquisition of equity shares of the Company by Qness Corp Limited Employees Welfare Trust for implementation of the Qness Stock Ownership Plan 2026.

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), Regulation 6(3)(a) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI SBEB & SE Regulations), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Memorandum of Association and Articles of Association of the Company and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactments thereof, for the time being in force), as may be applicable, the consent of the Members of the Company be and is hereby accorded to Qness Corp Limited Employees Welfare Trust (hereinafter referred as the ‘Trust’), to be set up by the Company, for the implementation of ‘Qness Stock Ownership Plan 2026’ (‘QSOP 2026’ or ‘the Plan’) through secondary acquisitions, of up to 52,50,000 (Fifty-Two Lakhs and Fifty Thousand) equity shares of the Company (representing 3.52% of the paid-up equity capital of the Company as on February 28, 2026), in one or more tranches, on the platform of recognized stock exchange(s) for cash consideration;

RESOLVED FURTHER THAT pursuant to the provisions of Section 67 and other applicable provisions, if any, of the Act and the rules made thereunder, and pursuant to the SEBI SBEB & SE Regulations and such other laws, rules and regulations (including any statutory modification(s) or re-enactment thereof), as may be applicable, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the ‘Board’, which term shall include Nomination and Remuneration Committee or any other committee that may be constituted by the Board to exercise the powers conferred by this resolution) to grant a loan, provide guarantee or security in connection with a loan to be granted, in one or more tranches, to the irrevocable employee welfare trust namely Qness Corp Limited Employees Welfare Trust, to be set up

by the Company, such sum of money not exceeding 5% (Five per cent) of the aggregate of the paid-up capital and free reserves of the Company, from time to time, in one or more tranches, for acquisition (primary and/or secondary) of equity shares of the Company and implementation of QSOP 2026, as permitted under the SEBI SBEB & SE Regulations and other applicable laws;

RESOLVED FURTHER THAT in case the number of equity shares to be transferred under the QSOP 2026 to the identified employees are increased on account of any corporate action(s) such as rights issue, bonus issue, split/ consolidation of shares, change in capital structure, merger/demerger, the approval of the Members of the Company be and is hereby accorded to the Qess Corp Limited Employees Welfare Trust to acquire such number of additional equity shares as may be required in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, to the extent permissible under SEBI SBEB & SE Regulations and such other laws as may be applicable, without requiring the Board to secure any further consent or approval of the Members of the Company.”

Item No. 5 – To approve the appointment of Mr. Lohit Bhatia (DIN: 07980280) as a Whole-time Director designated as the Executive Director and Group Chief Executive Officer of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), and relevant provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Lohit Bhatia (DIN: 07980280) as the Director of the Company with effect from June 01, 2026, liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), and relevant provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the appointment and terms of remuneration of Mr. Lohit Bhatia (DIN: 07980280) as a Whole-time Director designated as an Executive Director and Group Chief Executive Officer of the Company, liable to retire by rotation, for a period of 3 (three) years effective from June 01, 2026, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with authority to the Board of Directors to alter and vary the terms and

conditions of the said appointment and remuneration from time to time provided that such increase/revision in remuneration does not exceed the limits prescribed under the Act and/or the SEBI Listing Regulations and/or as approved by the members in terms of the foregoing resolution;

RESOLVED FURTHER THAT based on the recommendation of Nomination and Remuneration Committee, and approval of the Board, the terms and conditions of appointment of Mr. Lohit Bhatia (DIN: 07980280), including remuneration and annual incremental thereof, can be altered and varied, but such remuneration shall not exceed the limits specified in the Companies Act, 2013 and/or as specifically approved by the Members of the Company pursuant to Section 197 of the Act read with Schedule V;

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay him remuneration by way of salary, perquisites and other allowances as specified in the explanatory statement in accordance with the limits specified in Section II of Part II of Schedule V of the Act, as amended from time to time, as minimum remuneration;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which may be necessary for the appointment of Mr. Lohit Bhatia (DIN: 07980280), as a Whole-time Director designated as the Executive Director and Group Chief Executive Officer of the Company.”

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

Sd/-

Kundan K Lal

Senior Vice President and Company Secretary
Membership No. FCS 8393

Date: March 16, 2026
Place: Bengaluru

Registered Office:

Qness Corp Limited

Qness Tower, Sky Walk Avenue,
32/4, Hosur Road, Roopena Agrahara,
Bommanahalli, Bengaluru– 560068,
Karnataka, India

CIN: L74140KA2007PLC043909

Tel: +91 080-49345666

Website: www.queesscorp.com

NOTES:

- 1) The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act setting out the material facts pertaining to the proposed Ordinary and Special Resolution is annexed hereto and forms part of this postal ballot notice.
- 2) In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and instructions for remote e-voting is being sent only through electronic mode to those Members, whose email addresses are registered with the Company/ Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, April 03, 2026 (Cut-off date). Further, communication of assent or dissent by the Members on the items of business set out in this Notice shall be done through remote e-voting only i.e., the casting of votes electronically.
- 3) Members who have not registered their email IDs, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, Members are requested to register / update their email IDs with the Company / Registrar & Share Transfer Agents (RTA) by submitting Form ISR-1 (available on the website of the Company at www.quesscorp.com) duly filled and signed along with requisite supporting documents to investor.helpdesk@in.mpms.mufg.com or at MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Unit: Quess Corp Limited, C-101, Embassy, 247, LBS Marg, Vikhroli West, Mumbai - 400 083, Maharashtra for receiving all the communications including the annual report, notices, letters, etc., in electronic mode from the Company.
- 4) Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.quesscorp.com and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
- 5) Pursuant to Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the facility of remote e-voting to all the Members as per applicable Regulations relating to remote e-voting. The Company has engaged the services of CDSL to provide the remote e-voting facility to its Members. The complete instructions on the remote e-voting facility provided by the Company are annexed to this Notice, explaining the process of remote e-voting.
- 6) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, April 03, 2026 (Cut-off date). Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-off Date will only be considered for the purpose of remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting period commences from 09:00 A.M. (IST) on Thursday, April 09, 2026, and ends at 05:00 P.M. (IST) on Friday, May 08, 2026.
- 7) During the voting period, Members can log in to the CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is cast by a Member, whether

partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

- 8) A Member need not use all his / her / its votes, nor does he / she / it need to cast all his / her / its votes in the same way.
- 9) The manner of voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, is appearing under “INSTRUCTIONS AND OTHER INFORMATION RELATING TO REMOTE E-VOTING” in this Notice. Members are requested to read the same carefully.
- 10) The Scrutinizer will submit his/ her report to the Chairman of the Company or to any other person authorized by the Chairman upon completion of the scrutiny of the votes cast through remote e-voting, and the result of the voting will be announced by the Chairman or any person duly authorized, on or before Tuesday, May 12, 2026 and will also be displayed on the website of the Company i.e. www.quessecorp.com besides being communicated to the Stock Exchanges, and the CDSL at www.evotingindia.com.
- 11) The resolutions passed by the Members with the requisite majority through postal ballot shall be deemed to have been passed on the last date specified for remote e-voting i.e. Friday, May 08, 2026.
- 12) All the material documents referred to in the explanatory statement will be available for inspection without any fees by the Members. The said documents will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Friday, May 08, 2026.
- 13) SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities in prescribed forms. In view of the same, physical Shareholders are requested to submit their PAN, full KYC details and Nomination details in the prescribed Form at the earliest. Physical Shareholders are requested to dematerialise their shareholding at the earliest, as pursuant to SEBI Circular, any investor service requests, including transfer/transmission requests, shall be processed in dematerialized mode only. Request for dematerialization can be submitted to MUFG Intime India Private Limited, RTA of the Company. In compliance with the SEBI Master Circular dated February 06, 2026, the Company has disseminated the requirements to be complied with by holders of physical securities on its website www.quessecorp.com. Accordingly, shareholders are requested to comply with the same.

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In terms of the provisions of Section 102 of the Companies Act, 2013 (the Act), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the following statement sets out the material facts relating to Agenda items as set out in this Notice.

Item No. 1

The Board of Directors of the Company at its meeting held on February 18, 2020, had approved the 'Qess Stock Ownership Plan 2020' ('QSOP 2020'). The said Plan was effective from the date of shareholders' approval i.e. March 31, 2020.

The QSOP 2020 was introduced to:

- (i) strengthen alignment between value creation for the Company's shareholders and long-term wealth creation for employees in the leadership role;
- (ii) 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) 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.

As per Clause 15 of the QSOP 2020, the Nomination and Remuneration Committee (hereinafter referred to as 'Committee') may at its sole discretion, revise any of the terms and conditions in respect of existing or any new Grant of Options, provided that the variation is not prejudicial to the interest of the Employees.

Further, it states that the Options not Vested due to non-fulfilment 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 Nomination and Remuneration Committee to any Employee(s) as it may deem fit in its absolute discretion, whether under the present Scheme QSOP 2020 or any amendment thereto or under a new scheme, as a fresh grant, subject to compliance with the provisions of the Applicable Law.

The shareholders of the Company had approved an aggregate of 36,50,000 (Thirty-Six Lakhs Fifty Thousand) Restricted Stock Units (RSUs) to grant under the QSOP 2020, exercisable not more than 36,50,000 (Thirty-Six Lakhs Fifty Thousand) equity shares of the face value of ₹ 10/- (Rupees Ten) each fully paid-up. Over the course of its operation, 18,27,032 (Eighteen Lakhs Twenty-Seven Thousand and Thirty-Two) RSUs have been granted to the eligible employees. Out of which 14,45,730 RSUs have been exercised and allotted to the employees, and the balance 3,81,302 RSUs are to be vested and exercised by the eligible employees in due course of time as per the QSOP 2020. The remaining 18,22,968 (Eighteen Lakhs Twenty-Two Thousand Nine Hundred and Sixty-Eight) RSUs are unallocated and proposed for the re-deployment from QSOP 2020 to QSOP 2026.

It is now proposed that the QSOP 2020 shall be limited to 18,27,032 (Eighteen Lakhs Twenty-Seven Thousand and Thirty-Two) RSUs by re-deployment of 18,22,968 (Eighteen Lakhs Twenty-Two Thousand Nine Hundred and Sixty-Eight) RSUs under the proposed Qess Stock Ownership Plan 2020 ('QSOP 2026' or 'the Plan') by way of amendment in the QSOP 2020. It is proposed that the objective of the Company is met under the proposed plan QSOP 2026. 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 QSOP 2020 and have a total number of Options and equity shares under the QSOP 2020 post amendment be 18,27,032 (Eighteen Lakhs Twenty-Seven Thousand and Thirty Two) RSUs, each exercisable into one equity share having face value of ₹ 10 each fully paid up. No change in terms of existing RSUs granted to employees is sought under the QSOP 2020, and such amendment shall only be brought into effect for RSUs, and an equal number of shares, not granted or lapsed as on the date.

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

Accordingly, the Nomination and Remuneration Committee ('Remuneration Committee') and the Board of Directors of the Company, at their respective meetings held on February 23, 2026, and March 16, 2026, have approved the aforesaid amendments by way of reduction of the aggregated number of RSUs and equity shares under the QSOP 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 by way of special resolution, for effecting such amendments under the provisions of Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with Section 62(1)(b) of the Companies Act, 2013.

None of the director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of equity shares held by them in the Company or the RSUs to be granted under the Plan.

The Board recommends the resolution set out at Item No. 1 of this Postal Ballot Notice for the approval of the Members as a Special Resolution.

Item No. 2, 3 and 4:

The Company has in place the Qess Stock Ownership Plan 2020 ('QSOP 2020'), which was approved by the Board of Directors of the Company on February 18, 2020. The Plan was effective from the date of shareholders' approval i.e. March 31, 2020. The Plan was introduced to attract, reward and retain top talent in the Company, its Subsidiary and/or Associate Company(ies) (where the Company has management and Board control) 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. The Plan was designed 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 organisation's performance and protection of shareholders' interests.

In order to continue to meet the above objective, and based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on March 16, 2026, agreed to introduce 'Quess Stock Ownership Plan 2026' (hereinafter referred to as 'QSOP 2026' or 'the Plan').

The QSOP 2026 is designed to drive performance towards achieving common goals and delivering on key initiatives measured through Revenue, Profits, Cashflow and Shareholder Value Creation. The QSOP 2026 is designed for critical roles pivotal for driving the performance of the Company. In terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI SBEB & SE Regulations) and Section 62 and other applicable provisions of the Companies Act, 2013 (the Act), issue of shares to employees under a scheme of employees stock options, requires an approval of the Members by way of a special resolution and accordingly, the special resolution at Item No. 2 seeks your approval for the issue of further equity shares, under the Plan, to the employees of the Company, as may be determined by the Board of the Company.

The Plan shall be implemented through a trust route wherein the Company may issue shares to the trust by way of fresh allotment over a period of time or the trust may acquire the equity shares of the Company through market acquisition, in one or more tranches, over a period of time, for the purpose of implementation of the Plan. The Plan will be administered by the Nomination and Remuneration Committee (hereinafter referred to as 'the Committee') of the Company. The Committee shall delegate its power to the trust to the extent it deems fit for proper administration of the Plan.

Further, as per Regulation 6(3)(c) of SEBI SBEB & SE Regulations, approval of the shareholders by way of separate special resolution is also required for the grant of Restricted Stock Units (RSUs) to the employees of subsidiary and/or associate company(ies), hence the special resolution at Item No. 3 seeks your approval for the said purpose.

Further, as per Regulation 6(3)(a) of SEBI SBEB & SE Regulations, approval of the shareholders by way of separate special resolution is also required for secondary acquisition for implementation of schemes, hence the special resolution at Item No. 4 seeks your approval for the said purpose.

The main features and other details of the Plan as per Regulation 6(2) of SEBI SBEB & SE Regulations are as under:

1. Brief description of the Plan (QSOP 2026):

The Plan shall be called as 'Quess Stock Ownership Plan 2026' (hereinafter referred to as 'QSOP 2026' or 'the Plan') and shall extend its benefits to the present and/or future employees of the Company, whether working in India or outside India, and its present and future Subsidiary and/or associate Company(ies), in accordance with the applicable laws.

The QSOP 2026 is designed to drive performance towards achieving common goals and delivering on key initiatives measured through Revenue, Profits, Cashflow and Shareholder Value Creation. It is designed for critical roles pivotal for driving the performance of the Company.

After vesting of RSUs/ Options, the eligible employees earn the right (but not obligation) to exercise the vested RSUs/ Options within the exercise period and obtain equity shares of the Company, subject to payment of the exercise amount and applicable tax obligation arising thereon. The eligible employees are expected to receive benefits based on their contribution to creating value for shareholders.

The Nomination and Remuneration Committee shall act as the Compensation Committee and shall supervise the Plan.

2. Total number of RSUs to be granted under the Plan:

The maximum number of RSUs that may be issued/ granted pursuant under this Plan to the Identified employees of the Company, its subsidiary and/or associate company(is) shall not exceed 52,50,000 (Fifty-Two Lakhs and Fifty Thousand), which shall upon exercise be convertible into 52,50,000 (Fifty-Two Lakhs and Fifty Thousand) equity shares of face value of ₹ 10/- (Rupees Ten only) each fully paid-up, equivalent to 3.52% of the paid-up equity share capital of the Company as on February 28, 2026, which may be adjusted for any corporate action(s) in terms of the QSOP 2026.

3. Identification of classes of employees entitled to participate and be beneficiaries in Plan:

The Committee shall decide on the class of employees who are eligible to participate under the Plan based on their roles and responsibilities, which includes:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a group company, including subsidiary or its associate company, in India or outside India, or of a holding company of the company,

but does not include:

- (a) An employee who is a promoter or a person belonging to the promoter group; or
- (b) A director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% (ten per cent) of the outstanding equity shares of the company.

The existing eligible employees and any other eligible employee who is identified during the period of progression of the plan (i.e. new joiners or existing employees) may also participate in the Plan based on their role in achieving the Strategic objectives.

4. Requirement of Vesting and period of Vesting:

The RSUs granted under the Plan shall vest based on the performance of the Employee. The vesting period of RSU granted shall not be less than a period of 1 (one) year from the grant date and the period of vesting may extend to a maximum of 5 (five) years from the date of the grant, as may be decided by the Committee and as stated in the Grant Letter.

The vesting of RSUs granted may vary depending on exceptional circumstances like resignation, death, disability, retirement/ superannuation, termination of employment on account of various factors, of the grantee, amongst others, as may be specified in the QSOP 2026. The vested RSUs not so exercised within the period specified in the QSOP 2026 shall lapse, unless otherwise determined by the Committee and in compliance with applicable laws.

The Options shall vest in accordance with the vesting schedule applicable to the Employee, and such vesting shall be subject to the Employee’s continuous employment with the Company, its Subsidiary and/or associate Company(ies), as applicable. The Options shall vest upon the fulfilment of the performance criteria as may be determined by the Committee at the time of grant. The specific vesting conditions, including the relevant performance parameters and requirements, shall be as communicated to the Employee in the letter of grant issued to such Employee upon grant.

The Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis, subject to the minimum period of 1 (one) year between the Grant and the first vesting.

Vesting conditions based on corporate and individual performance:

In addition to continued employment, vesting of the Options shall be subject to the fulfilment of corporate performance conditions and individual performance conditions during the vesting period, wherein the Committee shall determine the extent of fulfilment of the below vesting conditions:

Vesting of the Options shall be 100% performance-based, with the applicable performance criteria comprising a combination of the Employee’s individual performance and the overall corporate performance.

Of the total Options granted, 50% shall vest based on individual performance, and the remaining 50% shall vest based on corporate performance, in each case in accordance with the performance conditions as may be specified or determined by the Committee from time to time.

Performance Parameters:

Vesting of Options based on the achievement of corporate performance parameters and individual performance in the following manner and proportion:

Performance Criteria	Weightage (%)	Performance condition/ parameters
Part A - Individual Performance Conditions	50%	Minimum rating of 3 on a 5-point scale. (1 = Lowest, 5 = Highest). Vesting is annual, subject to meeting the minimum rating
Part B - Corporate Performance Conditions	50%	Performance measured against the Annual Operating Plan (AOP) on: EBITDA and Operating Cash Flow (OCF) Minimum threshold: 90% achievement of the Annual Operating Plan on all the 2 (two) parameters

Subject to the discretion of the Committee, failure to achieve the minimum required individual performance rating shall result in no vesting of Options for the corresponding vesting period, notwithstanding fulfilment of corporate performance conditions.

Additional Grant of RSUs to the Chief Executive Officer and Chief Financial Officer of the Company based on Total Shareholder Return (TSR)

The Nomination and Remuneration Committee and Board have recommended an additional grant of 4,00,000 RSUs and 1,00,000 RSUs for the Chief Executive Officer and Chief Financial Officer of the Company, respectively. The RSUs shall vest in 4 (four) equal tranches of 25% each upon achievement of compounded TSR growth of 25%, for each milestone, where the base price will be considered from the grant date. Milestones may be achieved at any time after the minimum vesting period of 1 (one) year, and vesting shall occur upon achievement of each milestone. These provisions ensure strong alignment between long-term executive rewards and sustained shareholder value creation.

The specific Vesting schedule and the Vesting Conditions to the Employee shall be decided by the Committee at the time of Grant. The specific Vesting schedule and the Vesting Conditions, upon which Vesting shall take place, will be detailed in the letter issued to the Employee at the time of the Grant.

The Company shall provide the requisite disclosures under the provisions of the SEBI SBEB & SE Regulations in its Annual Report as per the applicable laws.

5. Maximum period within which the RSUs shall be vested:

The vesting period of RSU granted shall not be less than a period of 1 (one) year from the grant date, and the period of vesting may extend to a maximum of 5 (five) years from the date of the grant, as may be decided by the Committee of the Company and stated in the Grant Letter. The actual vesting schedule of the grantee will be clearly defined in their grant letter. Vesting of RSUs would be subject to continued employment with the Company, on the date of vesting and the grantee's individual performance, as the case may be.

6. Exercise Price or Pricing Formula:

Under this Plan, the exercise price of the shares will be the face value of the shares as on the date of exercise. Presently, the face value of the shares of the Company is ₹ 10 per share.

7. Exercise period and process of Exercise:

The exercise period for the vested RSUs will be 3 (three) years from the date of vesting. The grantees can exercise the vested RSUs in full or in part at different intervals of time during the exercise period. Further, the employees shall exercise the vested RSUs within the period as specified in the QSOP 2026 upon occurrence of various events i.e., in the event of a proposed termination of employment under various circumstances / resignation of employee, amongst others.

The vested RSUs can be exercised through the cash route and/ or cashless route. The mode and manner of the exercise of the RSUs shall be communicated to the grantees individually. On exercise of the RSUs through Cash Route, the grantee shall forthwith pay to the Company the exercise price along with applicable taxes. Under the Cashless route, the Trust will sell the requisite number of shares, arising out of the RSUs exercised in accordance with the terms and conditions of the plan, sufficient to fund the Exercise Price, the Tax Amount and other related

expenses in accordance with the exercise application made by the grantee and transfer the balance shares to the grantee. The perquisite tax collected by the Trust will be transferred to the Company. The RSUs shall lapse if not exercised within the specified exercise period.

In order to ease the cash outflow at the time of exercising the stock options, the Company may also provide an option to its employees to bear the tax on exercise of stock options in compliance with the applicable provisions of the Income Tax Act, 1961. This arrangement will be cash neutral to the Company as the tax to be borne would be part of employee's total salary entitlement.

8. Appraisal process for determining the eligibility of the Employees to Plan:

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 Committee at its sole discretion, from time to time. The 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.

9. The Maximum number of RSUs to be granted per employee and in aggregate:

The maximum number of RSUs that can be granted to any eligible single employee during any one-year shall neither be equal to nor shall exceed 1% of the issued capital of the Company at the time of grant of RSUs unless otherwise approved by the shareholders.

10. The Maximum quantum of benefits to be provided per Employee under the Plan:

The maximum quantum of benefits contemplated under the QSOP 2026 are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Plan.

Apart from the grant of RSUs as stated above, no monetary benefits are contemplated under the QSOP 2026.

11. Implementation and administration of the Plan:

The Plan shall be implemented by trust route, wherein the Company may issue shares to the trust by way of fresh allotment over a period of time. The trust may also acquire the equity shares of the Company through secondary market acquisition, in one or more tranches. The Plan will be administered by the Nomination and Remuneration Committee of the Company. The Committee shall delegate its power to the Trust to the extent it deems fit for the proper administration of the Plan.

12. Whether the Plan involves the new issue of shares by the company or secondary acquisition by the Trust or both:

Both.

The Plan shall be implemented through a trust route wherein the Company may allot fresh equity shares to the trust over a period of time, which will subsequently be transferred to the Grantees

as and when the RSUs are exercised. The Plan also involves secondary market acquisition of shares whereby the trust may acquire the equity shares of the Company through market acquisition, in one or more tranches.

13. The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.:

The Company may provide an interest free loan to the Trust of such amount as may be required by the Trust from time to time under the Plan. The tenure of such a loan shall be the point where the objects of the Trust are accomplished or the repayment of the loan is made, whichever is earlier. The utilization of such a loan shall be for the objects of the Trust as mentioned in the Trust Deed, including the implementation of the Plan. The Trust shall repay the loan (funded by the Company) to the Company by utilizing the proceeds realized from the exercise of RSUs by the Employees.

QSOP 2026 shall be implemented through primary and/or secondary acquisition of equity shares by the Qess Corp Limited Employees Welfare Trust. For facilitating the said acquisition, the amount of loan to be provided by the Company under the Plan shall not exceed 5% (Five percent) of the aggregate of the paid-up capital and free reserves of the Company being the statutory ceiling as per the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the SEBI SBEB & SE Regulations.

The details required in the Explanatory Statement for the provision of such money, under Section 67 of the Companies Act, 2013, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, are as follows:

(a) The class of employees for whose benefit the QSOP 2026 is being implemented, and money is being provided for the purchase of or subscription to shares:

The class of employees for whose benefit the QSOP 2026 is being implemented is stated in Clause 3 above.

(b) The particulars of the trustee in whose favour such shares are to be registered:

As provided in clause 13(c) below.

(c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters/promoter group, directors or key managerial personnel:

Name and address of the Trust:

Name of the Trust	Qess Corp Limited Employees Welfare Trust
Address of the Trust	Qess Tower, Sky Walk Avenue, 32/4, Hosur Road, Roopena Agrahara, Bommanahalli, Bengaluru– 560068, Karnataka, India

Details of the present Trustees:

Sl. No.	Name of the Trustee	Office Address	Occupation	Nationality
1	Mr. Akash Gupta	Qess Tower, Sky Walk Avenue, 32/4, Hosur Road, Roopena Agrahara, Bommanahalli, Bengaluru – 560068, Karnataka, India	Service	India
2	Mr. Masetty Lakshmi Shyam Sunder		Service	India
3	Ms. Shweta Priy		Service	India

All the above trustees are presently employees of the Company. None of the above trustees and their respective relatives is related to the promoters/promoter group, directors, or key managerial personnel (KMPs) of the Company and is eligible to be appointed/continue to be the trustees of Qess Corp Limited Employees Welfare Trust in terms of the requirements of the SEBI SBEB & SE Regulations.

(d) Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

None of the Key Managerial Personnel (KMP), Directors and Promoters are interested in the QSOP 2026/ Qess Corp Limited Employees Welfare Trust, except that the KMP/Director(s) may deem to be interested in the QSOP 2026 to the extent of RSUs to be granted to them.

(e) The detailed particulars of benefits which will accrue to the employees from the implementation of the QSOP 2026:

Upon exercise of the RSUs, the eligible employees, will be entitled to receive equity shares of the Company and in case the eligible employees opts for cashless exercise, he/she, in lieu of equity shares will receive cash (after deduction of exercise price, applicable taxes and expenses incurred for sale of shares), in accordance with the QSOP 2026, subject to the provisions of the Companies Act, 2013, SEBI SBEB & SE Regulations and such other laws as may be applicable.

(f) The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the QSOP 2026 would be exercised:

The SEBI SBEB & SE Regulations provide that the trustee of a trust governed under the SEBI SBEB & SE Regulations shall not vote in respect of the shares held by the trust, so as to avoid any misuse arising out of exercising such voting rights. In line with these requirements, neither Qess Corp Limited Employees Welfare Trust nor any of its trustees will exercise voting rights in respect of the shares of the Company held by the Qess Corp Limited Employees Welfare Trust.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan:

The Trust shall acquire the Shares subject to the limits as prescribed under SEBI SBEB & SE Regulations from time to time.

The total number of Shares under Secondary Acquisition held by the Trust in pursuance to the Scheme or any other share based Employee benefit Scheme implemented or to be implemented in the future, shall at no time, exceed 5% (Five per cent) of the paid-up equity capital of the Company as at the end of the financial year immediately prior to the year in which the

Shareholder approval is obtained for such Secondary Acquisition in due compliance with the provisions of the SBEB Regulations, as amended from time to time.

The secondary acquisition by the Trust in any financial year shall not exceed 2% (Two per cent) of the paid-up Equity capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI SBEB & SE Regulations, as amended from time to time.

15. A Statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:

The Company shall conform to the applicable accounting policies prescribed under the SEBI SBEB & SE Regulations, or such other policy(ies) as may be prescribed under any other law with respect to accounting for RSUs, including the disclosure requirements prescribed therein.

16. The method which the Company shall use to value its RSUs:

The Company shall adopt fair value for the valuation of the RSUs granted as prescribed under the Guidance Note or under any relevant Accounting Standard notified by the appropriate authorities from time to time.

17. Period of Lock-in:

There is no lock in period.

18. Terms & conditions for buyback, if any, of specified securities covered under these Regulations:

Not Applicable.

In terms of Section 62 of the Act and Regulation 6 of SEBI SBEB & SE Regulations, the approval of the Shareholders is sought by way of Special Resolution for the approval of the 'Quess Stock Ownership Plan 2026' and issuance of shares under this plan to the employees of the Company, its present and future subsidiary and/or associate company (ies) and for authorising secondary market acquisition for implementation of QSOP 2026. A copy of the draft Plan is available for inspection at the registered office of the Company during the office hours on all working days from the date of dispatch of the Notice till Friday, May 08, 2026.

None of the director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of equity shares held by them in the Company or the RSUs to be granted under the Plan.

The Board recommends the resolutions set out at Item Nos. 2, 3 and 4 of this Postal Ballot Notice for the approval of the Members as a Special Resolution.

Item No. 5

In view of the succession planning of the Company, the Board of Directors of the Company at its Meeting held on December 05, 2025, had appointed Mr. Lohit Bhatia as the Chief Executive Officer and Key Managerial Personnel of the Company w.e.f. January 01, 2026.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company at its Meeting held on March 16, 2026, appointed Mr. Lohit Bhatia as a Director of the Company w.e.f. June 01, 2026, in terms of the provisions of Section 152 of the Companies Act, 2013, subject to the approval of the shareholders of the Company.

Further, the Board of Directors of the Company at its Meeting held on March 16, 2026, based on the recommendation of the NRC, appointed Mr. Lohit Bhatia (DIN: 07980280) as a Whole-time Director designated as the Executive Director and Group Chief Executive Officer of the Company for a period of 3 (three) years commencing from June 01, 2026, subject to the approval of the shareholders of the Company.

As per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), a listed entity is required to obtain approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The principal terms and conditions of the appointment of Mr. Lohit Bhatia as a Whole-time Director designated as the Executive Director and Group Chief Executive Officer of the Company and the main clauses of the terms of the employment executed between him and the Company are as follows:

A. Terms of appointment

The appointment is for a period of 3 (three) years commencing from June 01, 2026.

B. Nature of duties

He shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him, as well as exercise such powers as may be assigned to him, subject to the Board's supervision, control, and direction in connection with and in the best interests of the business of the Company and the business of one or more of its subsidiaries and/or associated companies.

C. Remuneration

Total Fixed Cost to the Company per annum: ₹ 2 crores per annum (Includes Basic, HRA, Special Allowance, PF Contribution and flexi benefits). Any increments in remuneration shall be decided by the Board, based on the recommendations of the NRC, on the basis of his performance parameters, taking into account the Company's performance, within the prescribed limits under the provisions of Schedule V of the Companies Act, 2013 (the Act). In addition to Salary, Benefits, Perquisites and Allowances, he would be paid a target Variable Compensation of ₹ 1.54 crores per annum, which will be based on actual performance and prevailing company policy, business and/or individual performance or any incentive program/ policies that will be put in place in line with the employment terms. The frequency of this variable pay may be Annual or quarterly, as may be determined by the Board of Directors, on the recommendation of the NRC, subject to the overall ceilings stipulated in Section 197 of the Act. An indicative list of factors that may be considered for determining the extent of commission/incentive remuneration by the Board, as recommended by NRC, is:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by NRC/Board from time to time;
- Industry benchmarks of remuneration;
- Performance of the individual.

The Company's contribution to the provident fund, superannuation or annuity fund and gratuity payable, as per the Company's policy, shall be in addition to the remuneration stated above. He shall be entitled to reimbursement of expenses incurred by him for the business of the Company as per the Company's policy.

Annual increments shall be as determined by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

D. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, wherein any financial year during his tenure, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to the approval of the Board within the ceiling approved by the shareholders and limits laid down under Schedule V of the Act, or any modification(s) thereto.

E. Insurance

The Company has taken an appropriate Directors' and Officers' Liability Insurance Policy and pays the premiums for the same. It is intended to maintain such insurance cover for the entire term, subject to the terms of such policy in force, from time to time

F. Stock Options

The Company has established 'Qess Stock Ownership Plan 2020' ('QSOP 2020' or 'the Plan') with effect from March 31, 2020. Under this plan, 18,298 RSUs are yet to be vested by May 2026 and will be available for exercise.

Further, the Company proposes to introduce the 'Qess Stock Ownership Plan 2026' ('QSOP 2026'), subject to the approval of the shareholders. The NRC and/ or Board of Directors may, in its sole discretion, grant him stock options under QSOP 2026, provided that the total remuneration, including fixed and variable compensation and value of stock options for that financial year, shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

G. Other terms of appointment

- a. All other terms and conditions of appointment as specified in the employment terms executed by the Company with Mr. Lohit Bhatia as its Whole-time Director, designated as the Executive Director, will remain unchanged.
- b. He shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

- c. Either party may terminate the appointment by giving the other party appropriate notice of such termination or the Company.
- d. In the event he is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- e. Upon the termination by whatever means of his employment:
 - (i) He shall immediately cease to hold office held by him in any subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustees of any trust connected with the Company.
 - (ii) He shall not, without the consent of the Company, at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- f. All personnel policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to him unless specifically provided otherwise.
- g. He is appointed as a Director by virtue of his employment in the Company, and his appointment shall be subject to the provisions of Sections 164 and 167 of the Act.
- h. The terms and conditions of his appointment also include the clauses pertaining to the adherence to the Quess Code of Conduct, no conflict of interest with the Company, protection and use of intellectual properties, non-solicitation post termination of terms of employment and maintenance of confidentiality.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Lohit Bhatia for the office of Director and the Whole-time Director designated as the Executive Director of the Company.

The Company has received the requisite consent and declarations from Mr. Lohit Bhatia for his appointment as required under the Act and rules made thereunder.

Mr. Lohit Bhatia satisfies all the other conditions set out in Part-I of Schedule V to the Act and also the conditions set out under Section 196(3) of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, Mr. Lohit Bhatia is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

This explanatory statement and the resolution at Item No. 5, which outlines the terms and conditions, may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board recommends the resolution set out at Item No. 5 of this Notice relating to the appointment of Mr. Lohit Bhatia as a Whole-time Director designated as the Executive Director and Group Chief Executive Officer of the Company, liable to retire by rotation, for approval of the Members of the Company as an Ordinary Resolution.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Lohit Bhatia, including his profile and specific areas of expertise, are given in this Notice as '**Annexure 1**'.

Save and except Mr. Lohit Bhatia and his relatives, none of the other Director(s) and Key Managerial Personnel or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

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

Sd/-

Kundan K Lal

Senior Vice President and Company Secretary
Membership No. FCS 8393

Date: March 16, 2026

Place: Bengaluru

Registered Office:

Quess Corp Limited

Quess Tower, Sky Walk Avenue,
32/4, Hosur Road, Roopena Agrahara,
Bommanahalli, Bengaluru– 560068,
Karnataka, India

CIN: L74140KA2007PLC043909

Tel: +91 080-49345666

Website: www.quesscorp.com

Annexure 1

ADDITIONAL INFORMATION ON DIRECTOR(S) SEEKING APPOINTMENT

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

Brief Profile of Mr. Lohit Bhatia



Mr. Lohit Bhatia brings over 28 years of multi-industry leadership across Textiles, Auto Components, and Services, with deep expertise in sales, product and service strategy, business development, and large-scale manpower outsourcing, particularly managed services across sectors.

Lohit joined Qess Corp in 2011 as General Manager – Sales (Staffing) and today serves as the Chief Executive Officer of the Company, leading one of the region’s largest workforce and business services platforms. Over the past 15 years, he has been instrumental in scaling the Staffing business from 13,000 to over 470,000 associates, making Qess India’s No. 1 staffing enterprise and the world’s No. 4, while also partnering with Professional Staffing to drive double-digit margins and build a ₹100 Cr EBITDA run-rate business.

He has played a pivotal role in three major international M&A across the Middle East, Singapore, and Sri Lanka—markets that now contribute nearly 20% of Qess’ EBITDA. His leadership has focused on scale, customer success, technology-enabled service delivery, and margin expansion across the full portfolio of businesses. In the coming years, Lohit aims to steer Qess toward global scale, margin-accretive growth, and a people-led, process-driven, governance-strong operating model.

Beyond Qess, Lohit is an influential industry leader. He serves as President – Indian Staffing Federation (ISF), National Co-Chair – IR & Labour (CII & EFI), Advisory Board Member – Telecom Sector Skill Council, and represents the Southern APAC region as a Board Member at the World Employment Confederation (WEC). He is a frequent keynote speaker at global and national forums, including ASU+GSV (USA), CII, ISF, and GCC platforms on workforce transformation, skilling, GCC ecosystems, and managed services.

Other Details:

Sl. No.	Particulars	Details
1	Name of the Director	Mr. Lohit Bhatia (DIN: 07980280)
2	Date of Birth & age	01/11/1974 51 years
3	Date of Appointment	June 01, 2026
4	Nature of his expertise in specific functional areas	<ul style="list-style-type: none">• Corporate strategy & Capital allocation• Corporate and Board Governance• Global Business Management• Service Business Management• Technology-led Transformation

Sl. No.	Particulars	Details
		<ul style="list-style-type: none"> • Finance & Risk Management Professional • Environment, Sustainability, and Governance
5	Qualification	Lohit holds a Bachelor's degree in Economics from Delhi University, a Master's in Marketing and Sales from Apeejay School of Management, and an Advanced Systems Diploma in Computers from NIIT.
6	Relationship with other Directors, Managers and KMPs	Nil
7	Directorship held in other listed entities	Nil
8	Membership of Committees of the Board in other listed entities	Nil
9	Listed entities from which he has resigned in the past 3 (three) years	Nil
10	Number of meetings of the Board attended during the year 2025-26	Not Applicable
11	Terms and conditions of Appointment or Reappointment	Mr. Lohit Bhatia is being appointed as a Whole-time Director designated as the Executive Director & Group Chief Executive Officer of the Company for a period of 3 (three) years commencing from June 01, 2026, liable to retire by rotation. The detailed terms and conditions, including remuneration, are provided in the explanatory statement.
12	Remuneration last drawn (FY 2025-26) (From April 2025 to February 2026)	₹ 2.24 Crores
13	Remuneration sought to be paid	Entitled to remuneration as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time, within the overall limits as per the Companies Act, 2013 and/ or as approved by the shareholders from time to time.
14	Shareholding in Qess Corp Limited	0.08%
15	Shareholding as a beneficial owner	-

INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING

Remote e-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company is providing e-voting facility through Central Depository Services (India) Limited (CDSL) on the resolutions set forth in this Postal Ballot Notice, to Members holding shares as on Friday, April 03, 2026, being the cut-off date fixed for determining eligible Members to participate in the remote e-voting process. The instructions for e-Voting are given below.

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

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to the listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

The voting period begins on Thursday, April 09, 2026, from 09:00 A.M.(IST) and ends on Friday, May 08, 2026, at 05:00 P.M.(IST). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, April 03, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The instructions for e-voting are given below.

Instructions for the shareholders to vote electronically

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

In terms of the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access the e-Voting facility.

Pursuant to the above-said SEBI Circular, the login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>(1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>(2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>(3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>(4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>(1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>(2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>(3) 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. Once the home page of e-Voting system is</p>

	<p>launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>(4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

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

- (1) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form**

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

		For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN		Enter your 10 digits alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)		Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (2) After entering these details appropriately, click on “SUBMIT” tab.
- (3) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (4) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (5) Click on the EVSN for ‘Quess Corp Limited’ on which you choose to vote.
- (6) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (7) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (8) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (9) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (10) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (11) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (12) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (13) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at Compliance@sreedharancs.com and to the Company at the email address viz; corporatesecretarial@guesscorp.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories

- (1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company/RTA email id.
- (2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

- (3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP), which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

General guidelines for shareholders:

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

The Board has appointed Mr. V. Sreedharan, (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, (FCS 7260; CP 7835), Practicing Company Secretaries and Partners of M/s. V. Sreedharan & Associates, Company Secretaries, Bengaluru, (the Scrutinizers) for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Scrutinizer shall submit a Report after the completion of the scrutiny of votes cast through e-voting. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be Friday, May 08, 2026, viz. last date specified by the Company e-voting.

The results of the e-voting along with the scrutinizer’s report shall be communicated on or before Tuesday, May 12, 2026 to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed and shall be placed on the Company’s website www.quessecorp.com and on the website of CDSL at www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorised by the Chairman.
