

May 18, 2023

To

BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East),
Mumbai - 400 001

Security Code - 539978

NSE Symbol - QUESS

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2023 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1 /27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance report for the financial year ended March 31, 2023.

Request you to kindly take the above information on record.

Yours faithfully,

FOR QUESS CORP LIMITED

KUNDAN K LAL
COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl: a/a

Quess Corp Limited

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

www.quesscorp.com

SECRETARIAL COMPLIANCE REPORT

OF

QUESS CORP LIMITED

FOR THE YEAR ENDED 31.03.2023

I, S.N. Mishra, proprietor of SNM & Associates, Bengaluru bearing Membership No. 6143 and C.P. No. 4684 have examined:

- A. All the documents and records made available to us and explanation provided by Quess Corp Limited, CIN: L74140KA2007PLC043909, listed at the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) (“the listed entity”),
- B. The filings/ submissions made by the listed entity to the stock exchanges,
- C. Website of the listed entity,
- D. any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended on March 31, 2023 (“Review Period”) in respect of compliance with the provisions of:
 - a. The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - b. The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)
- b) SEBI (Prohibitions of Insider Trading) Regulations, 2015
- c) Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012
- d) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- e) SEBI (Investor Protection and Education Fund) Regulations, 2009

Phone: (O) 080 – 25296825 / 25283637, Mobile – 98456 41548,

E-mail: surjya.mishra@gmail.com / Mishra@snmassociates.in

Websites: www.snmassociates.in



- f) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
g) SEBI Issue and Listing of Non-Convertible Securities) Regulations, 2021
h) SEBI (Regulatory Fee on Stock Exchanges) Regulations, 2006
i) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
j) SEBI (Depositories and Participants) Regulations, 2018
k) SEBI Share Based Employee Benefits and Sweat Equity) Regulations, 2021
and circulars/ guidelines issued thereunder

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS |
|---------|--|-------------------------------|------------------------------|
| 1. | <p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p> | Yes | |
| 2. | <p>Adoption and timely updation of the Policies:</p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI</p> | Yes | |
| 3. | <p>Maintenance and disclosures on Website:</p> <p>The Listed entity is maintaining a functional</p> | Yes | |



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| | <p>website</p> <p>Timely dissemination of the documents/information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</p> | | |
| 4. | <p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p> | Yes | |
| 5. | <p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p> | Yes | |
| 6. | <p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | Yes | |
| 7. | <p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p> | Yes | |
| 8. | <p>Related Party Transactions:</p> | | |



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| | (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | Yes | |
| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein. | Yes | |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | Yes | |



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: - **NOT APPLICABLE**

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS |
|---------|---|-------------------------------|--|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. | NA | There has been no appointment or re-appointment of auditor during the reporting period |
| 2. | Other conditions relating to resignation of statutory auditor | | |
| | i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: In case of any concern with the management of the listed entity/material subsidiary such as non- | NA | There was no resignation of auditor during |



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| <p>availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the</p> | | <p>reporting period and No such concerns as mentioned here were raised by the auditor to the Audit Committee or in their audit report issued during the reporting period.</p> |
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| | listed entity/ its material subsidiary has not provided information as required by the auditor. | | |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019. | NA | There was no resignation of Auditor during the reporting period. |

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| | | | | | | | | | | |


- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company | Management Response | Remarks |
|---------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
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| | es includin g specific clause) | | | | | | | Secreta ry | | |
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Place: Bengaluru
Date : 17.05.2023

Signature : 
Name: S.N.Mishra.
Company Secretary
C. P. No. : 4684
FCS No. : 6143
UDIN : F006143E000320622

