

May 28, 2020

To

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

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

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2020 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, 2020.

Request you to kindly take the above information on record.

Thanking you,

Yours faithfully,

FOR QUESS CORP LIMITED

KUNDAN K LAL
COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl: Compliance report issued by the Practicing Company Secretary

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 31.03.2020

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, 2020 (“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
- f) SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009
- g) SEBI (Issue and Listing of Debt Securities) Regulations, 2008
- 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) Regulations, 2014

And based on the above examination, I/We hereby report that during the Review 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c. No actions have been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder during the period under review.
- d. The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable.

Place: Bangalore
Date : 27.05.2020

UDIN: F006143B000289998

Signature :
Name: S.N.Mishra.
Company Secretary

C. P. No. : 4684
FCS No. : 6143

