

August 31, 2020

The General Manager
Department of Corporate Services,
BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, PJ Towers, Dalal Street,
Mumbai – 400 001

Security Code – 539978

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

NSE Symbol – QUESS

Dear Sir/ Madam,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform that the Board of Directors at its meeting held today i.e. August 31, 2020, *inter-alia*, considered and approved the following matters.

1. Based on the recommendations made by the Nomination and Remuneration Committee of the Company, the Board has considered and approved the following:
 - (a) Noting of the retirement of Mr. Pratip Chaudhuri (DIN: 00915201) and Mr. Pravir Kumar Vohra (DIN: 00082545), Non-Executive Independent Directors at the ensuing Annual General Meeting (“AGM”).
 - (b) Appointment of Mr. K. R. Girish (DIN: 07178890) as an Additional Director and proposed to be appointed as Director (Category: Non-Executive Independent) of the Company, to hold office for a term of 5 (five) years, subject to the approval of the shareholders at the ensuing AGM.
 - (c) Appointment of Mr. Gaurav Mathur (DIN: 00016492) as an Additional Director and proposed to be appointed Director (Category: Non-Executive Independent) of the Company, to hold office for a term of 5 (five) years, subject to the approval of the shareholders at the ensuing AGM.
 - (d) Reappointment of Ms. Revathy Ashok (DIN: 00057539), Non-Executive Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years, subject to the approval of the shareholders by way of special resolution at the ensuing AGM.
 - (e) Reappointment of Mr. Sanjay Anandaram (DIN: 00579785), Non-Executive Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years, subject to the approval of the shareholders by way of special resolution at the ensuing AGM.

Quess Corp Limited

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

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The details as required under Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/ 4/ 2015 dated September 9, 2015, including the brief profile of the above Directors, are given in **Annexure – 'I'** to this letter.

2. Approved amendment in the Board's report to include details relating to appointment/reappointment of the Independent Directors as per Section 149 (10) of the Companies Act, 2013.
3. Approved revised notice of the AGM and has scheduled 13th AGM to be held on Tuesday, September 29, 2020 at 03.30 P.M. (IST) through Video Conferencing/Other Audio-Visual Means.
4. Reconstitution of the following Committees of the Board of Directors due to change in the Board of Directors of the Company:

Post reconstitution, the composition of the various Committees of the Company will be as follows:

Audit Committee

S No.	Name of the Member	Designation	Category
1.	Mr. K. R. Girish	Non-Executive Independent Director	Chairperson
2.	Ms. Revathy Ashok	Non-Executive Independent Director	Member
3.	Mr. Sanjay Anandaram	Non-Executive Independent Director	Member
4.	Mr. Gaurav Mathur	Non-Executive Independent Director	Member
5.	Mr. Chandran Ratnaswami	Non-Executive Director	Member
6.	Mr. Gopalakrishnan Soundarajan	Non-Executive Director	Member

Corporate Social Responsibility Committee

S No.	Name of the Member	Designation	Position
1.	Ms. Revathy Ashok	Chairperson	Chairperson
2.	Mr. Ajit Isaac	Member	Member
3.	Mr. Gaurav Mathur	Member	Member

The Notice of the AGM and the record/book closure date will be intimated separately.

We request you to take the above information on your record.

Thanking you,

Yours sincerely,

FOR QUESS CORP LIMITED



KUNDAN K LAL

COMPANY SECRETARY AND COMPLIANCE OFFICER



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ANNEXURE-I

Name of Director	Mr. K. R. Girish	Mr. Gaurav Mathur
DIN	07178890	00016492
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of Mr. Girish as an Additional Director in the capacity of Non-Executive Independent Director of the Company, to hold office for a term of 5 (five) years.	Appointment of Mr. Gaurav as an Additional Director in the capacity of Non-Executive Independent Director of the Company, to hold office for a term of 5 (five) years.
Date of Appointment/ Cessation (as applicable) & term of appointment	August 31, 2020, for a term of 5 (five) years.	August 31, 2020, for a term of 5 (five) years.
Brief Profile	<p>He is a fellow member of the Indian Institute of Chartered Accountants and a law graduate from Karnataka State Law University. He is also an associate member of the Australian Taxation Institute. He holds a Post Graduate Diploma in Taxation practice from M S University, Baroda.</p> <p>He has over 35 years of experience, including 18 years at KPMG (1997 to 2015) as Partner and Head of Tax for South India and National leader for Tax Dispute Resolution practice. Since then, he has been with Baker Tilly DHC, Leap Ridge Advisors LLP heading the Tax & Regulatory advisory practice.</p> <p>Presently, he is the owner of M/s. KR Girish and Associates, Chartered accountants and has substantial experience in advising on Transfer Pricing and related issues.</p> <p>He is also a founder member and</p>	<p>He is the Founder Director at InVent Capital, a long term oriented investment firm and the CEO of Digital Gold India Private Limited, a leading digital gold platform.</p> <p>Prior to this, he has more than 15 years of experience in the private equity industry with India Equity Partners, as a co-founder and at JPMorgan, as a Principal. He has served as a Director, representing investors, on the boards of numerous companies, including Jubilant Foodworks, Manappuram Finance, Piramal Glass, Innovative Foods and MTR Foods.</p> <p>He has a Post Graduate Diploma in Management (MBA) from the Indian Institute of Management, Ahmedabad and a BA in Economics (Honours) from Delhi University. Known for being a pioneer in the Private Equity space in India, he brings a background of astute investing, nurturing and growing companies and creating</p>

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	Director on the Board of International Tax Research and Analysis Foundation (ITRAF), an independent and exclusive forum for tax policy research, analysis and support conducting research and analysis on important tax matters including those relevant to India.	tremendous value for shareholders over the years.
Relationship with other Directors and KMPs	None of the Directors are related to each other personally, financially or otherwise.	None of the Directors are related to each other personally, financially or otherwise.

Name of Director	Ms. Revathy Ashok	Mr. Sanjay Anandaram
DIN	00057539	00579785
Reason for change viz. appointment, resignation, removal, death or otherwise	<p>At the Extra-Ordinary General Meeting held on December 23, 2015, Ms. Revathy was appointed as an Independent Director of the Company for a term of 5 consecutive years up to the conclusion of the AGM of the Company scheduled to be held in the year 2020.</p> <p>The Board approved the reappointment of Ms. Revathy, as Non-Executive Independent Director of the Company, for a second term of 5 (five) years with effect from the conclusion of ensuing AGM, subject to the approval of the shareholders by way of Special Resolution.</p>	<p>At the Extra-Ordinary General Meeting held on December 23, 2015, Mr. Sanjay was appointed as an Independent Director of the Company for a term of 5 consecutive years up to the conclusion of the AGM of the Company scheduled to be held in the year 2020.</p> <p>The Board approved the reappointment of Mr. Sanjay, as Non-Executive Independent Director of the Company, for a second term of 5 (five) years with effect from the conclusion of ensuing AGM, subject to the approval of the shareholders by way of Special resolution.</p>
Date of Appointment/ Cessation (as applicable) & term of appointment	Reappointment for the second term as Independent Director will commence on the conclusion of the ensuing AGM, i.e., September 29, 2020.	Reappointment for the second term as Independent Director will commence on the conclusion of the ensuing AGM, i.e., September 29, 2020.
Brief Profile	She has over 30 years of experience in the field of General Management, finance, and strategy. She last served as Managing Director of Tishman Speyer India and currently	He holds a Bachelor's degree in Electrical Engineering from Jadavpur University in Kolkata and a Post Graduate Diploma in Management from the Indian Institute of Management,

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	<p>serves on the Board of leading listed and public companies. She has held senior leadership positions in global corporations such as the CFO at Syntel Inc., Director of Business Development and Finance at Tyco Electronics Group among others. She is an angel investor, advisor and mentor to start-ups. She holds a Bachelor's degree in Science from Bangalore University and a Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore. She was nominated as one of the women achievers by CII for Southern India in 2011.</p>	<p>Bangalore. He has over 30 years of Indian and international experience as a corporate executive, entrepreneur, investor, teacher and advisor to funds and entrepreneurs</p>
Relationship with other Directors and KMPs	<p>None of the Directors are related to each other personally, financially or otherwise.</p>	<p>None of the Directors are related to each other personally, financially or otherwise.</p>

Pursuant to the BSE circular No. LIST / COMP / 14 / 2018-19 dated June 20, 2018, we hereby affirm that None of the aforementioned Directors are debarred from holding the office of Director by virtue of any Securities Exchange Board of India order or any other such authority.

