

May 29, 2019

The General Manager

Department of Corporate Services,
BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, Phiroze Jeejeebhoy
Towers, Dalal Street,
Mumbai – 400 001

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

Security Code – 539978

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019

**Ref: Regulation 24A of the Securities and Exchange Board of India (Listing
Obligations and Disclosure Requirements) Regulation, 2015**

SEBI Circular No. CIR/CFD/CMD1/27/2019

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are forwarding herewith the Annual Secretarial Compliance Report for the financial year 2018-19.

You are requested to kindly take the above information on records. The report will also be hosted on the website of the Company.

Thanking you,

Yours faithfully

For Quess Corp Limited



Kundan K Lal
Company Secretary & Compliance Officer



Encl: Annual Secretarial Compliance Report

SECRETARIAL COMPLIANCE REPORT
OF
QUESS CORP LIMITED
FOR THE YEAR ENDED 31.03.2019

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 Bombay Stock Exchange (BSE) and National Stock Exchange (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, 2019 ("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

Phone: 080- 25296825, Telefax: 25283637, Mobile - 9845641548,
e-mail: surjya.mishra@gmail.com/mishra@snmassociates.in



- 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 1996
- 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
1.	<p>Reg 36(5) - The notice being sent to shareholders for an annual general meeting, where the statutory auditor(s) is/are proposed to be appointed/re-appointed shall include the following disclosures as a part of the explanatory statement to the notice:</p> <p>(a) Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;</p>	<p>The member's resolution approves remuneration of auditors to be fixed by the Board of Directors on recommendation of the Audit Committee.</p>	<p>The Explanatory Statement providing the terms of appointment of statutory auditors at the Annual General meeting was not having details of the fees payable to the Statutory Auditors.</p>

S. N. Mishra

Phone: 080-25296825, Telefax: 25283637, Mobile - 9845641548,
e-mail: surjya.mishra@gmail.com/mishra@snmassociates.in




- 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. The following are the details of actions 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:

Sr. No.	Actions taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ Remarks of the Practicing Company Secretary, if any
	NIL	NIL	NIL	NIL

- d. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	NA	NA	NA

Place: Bangalore
Date : May 22, 2019

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

