

QCL/SEC/2026-27/23

May 13, 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: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2026**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report of the Company for the Financial Year ended March 31, 2026.

The above-mentioned information will also be available on the website of the Company at [www.quesscorp.com](http://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**

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

**PARAMESHWAR G. BHAT**

B.Com., LLB, ML, MBA, FCS

Company Secretary

# 496/4, II Floor, 10th Cross  
Near Basyam Circle, Sadashivanagar,  
Bangalore - 560 080  
Tel : +91 80 23610847  
Telefax : +91 80 41231106  
e-mail : parameshwar@vjkt.in  
parameshwar.g.bhat@gmail.com

**SECRETARIAL COMPLIANCE REPORT OF  
QUESS CORP LIMITED  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

I, Parameshwar G Bhat, Practicing Company Secretary, have examined:

- (a) All the documents and records made available to me and explanation provided by Quess Corp Limited (CIN: L74140KA2007PLC043909) ("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 Report.

for the financial year ended March 31, 2026 ("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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations);
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the review period)
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not applicable to the Company during the review period)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Other regulations as applicable.

And circulars/ guidelines issued thereunder;

Based on the above examination, I 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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	Composition of Nomination and Remuneration Committee	Regulation 19(1) and 19(2) of the SEBI Listing Regulation	Temporary non-compliance in the composition of the Nomination	National Stock Exchange of India Limited	Levy of monetary fine	Non-compliance arose due to the cessati	Rs. 2,000/- per day by NSE	The deviation was temporary, technical and the	The Company has paid the fine levied by the	NIL



e	ns	n and Remuneration Committee (NRC)	and BSE Limited	on of an Independent Director upon completion of tenure and inadvertent error in rounding-off while calculating the required proportion of Independent Directors	and BSE until the compliance was complete i.e. re-tituti on of the NRC	procedu ral in nature and did not impact the functioning of the NRC. The Company has subsequently reconstituted the Committee and is in compliance with the applicable provisions.	Stock Exchanges and has reconstituted the Nomination and Remuneration Committee in line with the requirements of Regulation 19 of SEBI (LODR) Regulations, 2015.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended (The years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Nil						



I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	YES	NIL
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	YES  YES	NIL  NIL
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>• The listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> <li>• 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.</li> </ul>	YES  YES  YES	NIL  NIL  NIL



4.	<b>Disqualification of Director(s):</b>  None of the Director(s) of the listed entity is/ are disqualified under Section 164 of the Companies Act, 2013, as confirmed by the listed entity.	YES	NIL
5.	<b>Details related to subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	YES  YES	NIL  NIL
6.	<b>Preservation of Documents:</b>  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.	YES	NIL
7.	<b>Performance Evaluation:</b>  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.	YES	NIL
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	YES  NA	All the related party transactions entered into by the Company during the review period were duly approved by



			the Audit Committee.
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI LODR Regulations, 2015, within the time limits prescribed thereunder.</p>	YES	NIL
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	NIL
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p><del>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 (or)</del></p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	YES	Action has been taken by the Stock Exchanges, namely, National Stock Exchange of India Limited and BSE Limited, in the form of levy of fine of Rs. 2000/- per day for non-compliance of the provisions of Regulation 19(1) and 19(2) of the SEBI (Listing Obligations and Disclosure Requirements)



			<p>Regulations, 2015.</p> <p>The Company has reconstituted the Nomination and Remuneration Committee in compliance with the applicable provisions and subsequently paid the said fine.</p> <p>No further action has been taken by the stock exchanges or the SEBI in this regard.</p>
12.	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of Section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	<p>During the period under review, there has been no resignation of the Statutory Auditors of the Company and its material subsidiary. Accordingly, this</p>



			requirement is not applicable.
13.	<b>Additional Non-Compliances, if any:</b>  No additional non-compliances have been observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	During the period under review, no additional non-compliances were observed.

I further, report that the listed entity is in compliance with the disclosure requirements of the Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the SEBI Listing Regulations.

Assumptions & limitations of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: May 04, 2026

Place: Bengaluru



*(Signature)*

Parameshwar G. Bhat  
Practising Company Secretary  
M. No.: FCS 8860 CP No.: 11004  
Peer Review No.: 5508/2024  
UDIN: F008860H000266106