

February 18, 2022

To  
 National Stock Exchange of India Limited (NSE)  
 Exchange Plaza, Bandra Kurla Complex,  
 Bandra East, Mumbai - 400051  
**NSE Scrip Code: QUESS**

Dear Sir/ Madam,

**Sub: Clarification - QUESS**

With reference to your email dated February 18, 2022, please find below a brief summary on the amendments to the Articles of Association of the Company as follows:

| Article Number | Existing Article reference as per old AOA                                               | New article reference as per New AOA                                       | Summary of Change                                                                                                                                                                                                               |
|----------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| -              | Preamble                                                                                | -                                                                          | <i>Deletion of preamble in the first page of the Articles as this is no longer required since Part II has become redundant and inessential.</i>                                                                                 |
| 2.<br>(dd)     | Definitions:<br>• "Independent Director"                                                | • "Independent Director"                                                   | Change in the regulation number as per SEBI (LODR) Regulations, 2015 and addition of relevant section under the Companies Act, 2013.                                                                                            |
| (gg)           | • "Listing Agreement"                                                                   | • "Listing Agreement"                                                      | Addition of the sentence "pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time."              |
| 58.            | One-Third of Directors to Retire every year:                                            | One-Third of Directors to Retire every year:                               | Amended the existing clause relating to Directors liable to retire by rotation in conformity with Section 152 of the Companies Act, 2013.                                                                                       |
| 60.            | Company may increase or reduce the number of directors.                                 | Company may increase or reduce the number of directors.                    | Have substituted the word " <b>Ordinary</b> " with " <b>Necessary</b> " because as per the new amendment effective January 01, 2022, Independent Directors are to be appointed, reappointed and removed via special resolution. |
| 64.            | Provisions to which Managing Director(S)/Whole Time Director(s)/ Executive Director(S)/ | Provisions to which Managing Director(S)/Whole Time Director(s)/ Executive | <i>Deleting the last line "and if he ceases to hold the office of a Managing Director(s) / whole time director(s) / executive director(s) / manager he shall ipso facto and immediately</i>                                     |

**Quess Corp Limited**

Quess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru-560103, Karnataka, India  
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|     |                      |                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-----|----------------------|-------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|     | Manager are subject. | Director(S)/<br>Manager<br>subject. | <i>are</i><br><b><i>cease to be a Director</i></b> “ as the same is is not in conformity with the Companies Act, 2013.                                                                                                                                                                                                                                                                                                                                                                         |
| 85. | Seal                 | Seal                                | <i>To align the AOA with the amendments brought out vide the Companies (Amendment) Act, 2015 no. 21 of 2015 dated May 25, 2015 in the Companies Act, 2013 read with the Rules framed thereunder with respect to the requirement of Common Seal. Pursuant to these Amendments, the requirement of Common Seal has become optional for the Companies. Therefore, this clause has been substituted accordingly.</i>                                                                               |
| 86. | Accounts             | Accounts                            | <i>Added the items which needs to be mentioned in the Boards reports under Section 134 of the Companies Act, 213 which were added under the aforesaid sections pursuant to amendments in the said section.</i><br><br><i>Deleted the below item as the same has been omitted vide Substituted vide Companies (Amendment) Act, 2017 dated 03.01.2018 w.e.f., 31.07.2018:</i><br><br><b><i>“the extract of the annual return as provided under sub-section (3) of Section 92 of the Act”</i></b> |

We request you to take the above information on record.

Thanking you.

**For Quess Corp Limited**

LAL  
Kundan  
Kumar

Digitally signed by  
LAL Kundan Kumar  
Date: 2022.02.18  
17:46:30 +05'30'

**Kundan K Lal**

**Company Secretary and Compliance Officer**

Copy to:

BSE Limited,

Floor 25, Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai-400 001

Security Code- 539978

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