

QCL/SEC/2025-26/25

June 19, 2025

To,

BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, PJ 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: Outcome of the Board Meeting

We would like to inform that the Board of Directors at its meeting held today, i.e., on June 19, 2025, has inter-alia, considered, noted and approved the following:

1. Change in Directors of the Company:

(i) Appointment/ Re-appointment of Directors:

- Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), approved the appointment of Ms. Sudha Suresh (DIN: 06480567), Mr. S Devarajan (DIN: 00878956) and Dr. Vivek Mansingh (DIN: 06903079), as Additional Directors (Category: Non-Executive, Independent) of the Company w.e.f. June 19, 2025, till the ensuing 18th Annual General Meeting (AGM) of the Company.

Further, Ms. Sudha Suresh, Mr. S Devarajan and Dr. Vivek Mansingh are appointed as the Independent Directors of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025, till June 18, 2030 (both days inclusive), subject to the approval of the shareholders at the ensuing 18th AGM of the Company.

In accordance with the circular dated June 20, 2018, issued by the Stock Exchanges, it is confirmed that Ms. Sudha Suresh, Mr. S Devarajan and Dr. Vivek Mansingh are not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other such authority.

- Based on the recommendation of the NRC, approved the re-appointment of Mr. Kalpathi Ratna Girish (DIN: 07178890) as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years effective August 31, 2025 to August 30, 2030 (both days inclusive), subject to approval of the shareholders of the Company.

In accordance with the Circular dated June 20, 2018, issued by the Stock Exchanges, it is confirmed that Mr. Kalpathi Ratna Girish is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India ("SEBI") or any other such authority.

Quess Corp Limited

Quess Tower, Sky Walk Avenue, 32/4, Hosur Road, Muneswara Nagar, Roopena Agrahara, Bommanahalli, Bengaluru– 560068, Karnataka, India
Tel: +91 080-49345666 | contactus@quesscorp.com | CIN L74140KA2007PLC043909

The details as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are given as "**Annexure I**".

(ii) Completion of the tenure of the Independent Directors:

- Ms. Revathy Ashok (DIN: 00057539) will be completing 10 (ten) years as an Independent Director of the Company on July 23, 2025, and on her request, will be relieved w.e.f. June 30, 2025.

The Board of Directors of the Company places on record its appreciation for the valuable contribution and guidance provided by Ms. Revathy Ashok during her association with the Company as an Independent Director.

A copy of the letter received from Ms. Revathy Ashok is enclosed.

- Completion of the term of 5 (five) consecutive years of Mr. Gaurav Mathur (DIN: 00016492) as the Independent Director of the Company w.e.f. August 30, 2025. He has expressed his intention not to renew his tenure as an Independent Director due to his other professional and personal commitments, and consequently, he will cease to be a Director of the Company w.e.f. August 30, 2025.

The Board of Directors of the Company places on record its appreciation for the valuable contribution and guidance provided by Mr. Gaurav Mathur during his association with the Company as an Independent Director.

A copy of the letter received from Mr. Gaurav Mathur is enclosed.

The details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are given as "**Annexure II**".

2. Appointment of the Secretarial Auditor:

- Approved the appointment of Mr. Parameshwar G Bhat, a Peer Reviewed Company Secretary in Practice (Membership No. F8860, C.P. No. 11004, Peer Review Certificate No. I2012KR932900), as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from Financial Year 2025-26, subject to the approval of the shareholder at the ensuing AGM.

The details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are given as "**Annexure I**".

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3. Annual General Meeting ('AGM'):

- The 18th AGM of the Members of the Company will be held on Friday, August 29, 2025, through Video Conferencing/Other Audio-Visual Means ('VC/OAVM'). A copy of the Notice convening the said AGM will be sent in due course.

4. Fixation of the Record date:

- Pursuant to Regulation 42 of the SEBI Listing Regulations, the Company has fixed Friday, August 08, 2025, as the record date for determining the entitlement of Members to the final dividend for the Financial Year ended March 31, 2025. The dividend, if approved by the shareholders, will be paid within the prescribed period of 30 (thirty) days from the date of the forthcoming AGM.

5. Amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of the Company:

- Approved the amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of the Company in compliance with Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. A copy of the code is made available on the website of the Company at <https://www.quessecorp.com/corporate-governance/>.

The information is made under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The above information will also be available on the website of the Company at www.quessecorp.com

Kindly take the above information on record and acknowledge.

Yours sincerely,

For Qess Corp Limited

Kundan K Lal
Company Secretary & Compliance Officer
Membership No.: F8393

Encl: as above

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ANNEXURE I

Details under Regulation 30 of the SEBI Listing Regulations, read along with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sl. No.	Particulars	Details				
1	Name	Ms. Sudha Suresh (DIN: 06480567)	Mr. S Devarajan (DIN: 00878956)	Dr. Vivek Mansingh (DIN: 06903079)	Mr. Kalpathi Ratna Girish (DIN: 07178890)	Mr. Parameshwar G Bhat
2	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment	Appointment	Appointment	Re-appointment	Appointment
3	Date of appointment/reappointment/cessation (as applicable) & term of appointment/re-appointment	<p>Ms. Sudha Suresh, Mr. S Devarajan, and Dr. Vivek Mansingh are appointed as Additional Directors (Category: Non-Executive, Independent) of the Company w.e.f. June 19, 2025, till the ensuing 18th Annual General Meeting (AGM) of the Company.</p> <p>Further, Ms. Sudha Suresh, Mr. S Devarajan, and Dr. Vivek Mansingh are appointed as the Independent Directors of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective June 19, 2025, till June 18, 2030 (both days inclusive), subject to the approval of the shareholders at the ensuing 18th AGM of the Company.</p>			Re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years, effective August 31, 2025, to August 30, 2030 (both days inclusive), subject to approval of the shareholders of the Company.	Appointed as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from the Financial Year 2025-26, subject to the approval of the shareholders at the ensuing AGM.
4	Brief profile (in case of appointment)	Enclosed as Annexure A	Enclosed as Annexure B	Enclosed as Annexure C	Enclosed as Annexure D	Enclosed as Annexure E
5	Disclosure of relationships between directors (in case of appointment of a director)	Ms. Sudha Suresh is not related to any Director or Key Managerial Personnel of the Company.	Mr. S Devarajan is not related to any Director or Key Managerial Personnel of the Company.	Dr. Vivek Mansingh is not related to any Director or Key Managerial Personnel of the Company.	Mr. Kalpathi Ratna Girish is not related to any Director or Key Managerial Personnel of the Company.	Not Applicable

ANNEXURE A**SUDHA SURESH - PROFILE**

Ms. Sudha Suresh is a qualified Chartered Accountant and Company Secretary from the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, respectively. She is also an ICWA Graduate from the Institute of Cost & Work Accountants of India.

She is a finance professional with a rich experience of more than two decades in private and public companies and a decade as a Practicing Chartered Accountant. She is the founding partner of S. Rao & Associates, Chartered Accountants, Bangalore. She is also the founder of Mani Capital. She was the Managing Director and CEO (2017-2018) and Chief Financial Officer (2008-2017) of Ujjivan Financial Services Limited. Prior to this, she served as the CFO/Finance Head for many companies.

She is currently serving as an Independent Director on the Boards of Ujjivan Small Finance Bank and Royal Sundaram General Insurance Co. Limited.

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ANNEXURE B**S DEVARAJAN – PROFILE**

Mr. S Devarajan (Dev) founded Transmation Consulting to provide Technology companies a platform to accelerate and transform their business strategies; to optimize operational efficiency and fuel expansion & growth. The Strategic Management firm also helps taking Technology Companies to the next level through a business transformation process and CXO mentoring.

Currently, he is an Independent Director on the Board of Tata Play Limited, Prime Focus Limited and Prime Focus Technologies Ltd. He also holds a Directorship position on the Board of DNEG India – the largest VFX company in the world. Dev is also on the Investment Committee Board of the

Karnataka Semiconductor Venture Fund.

He has also served as a Director on the Board of Neilsoft Technologies and as a Chairman on the Board of ADC Communications Limited, a publicly listed company. He was a member of the Board of Trinity Mobility whose majority holdings are with Honeywell.

Dev was the past CEO and Managing Director of Cisco Systems in India. He managed Cisco's largest R&D Centre established outside the USA and built a successful offshore development program at Cisco, including cost-effective development centres. Prior to joining Cisco, Dev was the Managing Director of Tata Elxsi. He was one of the youngest Directors in the Tata Board. During his tenure, he played a pivotal role in making it one of the successful Tech companies of the Tata group.

Dev is the past President of the Manufacturers Association for Information Technology (MAIT) and was a Charter Member of TiE. He was also a member of the IT Hardware task force and IT Vision Task Force set up by the Chief Minister of Karnataka.

Dev holds B.Tech degree from the Indian Institute of Technology, Kharagpur.

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ANNEXURE C**VIVEK MANSINGH - PROFILE**

Dr. Vivek Mansingh is a distinguished engineer and accomplished entrepreneur with a rich academic and professional background. He graduated as a Gold Medallist engineer from NIT Allahabad, earned his PhD from Queen's University, Kingston, Canada, and completed an Executive Business Management Program at Stanford University.

He has been listed in the "National Who's Who of the United States" in the year 2000. He has also received India's highest Chanakya Innovative Leadership Award in 2012 from Public Relations Council of India and IT

Man of the Year 2016 from Enterprise Connect, USA.

Previously, he has also served as the President - Collaboration & Communications Group at Cisco, Chairman at AxisCades Technologies Limited, Head at Dell R&D, Managing Director at Ishoni Networks (Acquired by Philips) and, Portal Software (Acquired by Oracle), in India. He also held the management positions in the top technology organizations, HP and Fujitsu in Silicon Valley, USA. He is also the founder of ATTI (Aavid) in USA. Dr. Mansingh is currently the General Partner of Your Nest VC Fund.

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ANNEXURE D**KALPATHI RATNA GIRISH – PROFILE**

Mr. Kalpathi Ratna Girish is a fellow member of the Institute of Chartered Accountants of India and a graduate from Karnataka State Law University. He is also an associate member of the Australian Taxation Institute and holds a Post Graduate Diploma in Taxation practice from M S University, Baroda. He has spent 18 years at KPMG and was its Partner and Head of Tax for South India and National leader for tax dispute resolution practice. He has also been associated with tax advisory firms Baker Tilly DHC and LeapRidge. He now operates his CA proprietary firm KR Girish and Associates. He has been rated as one of the top tax professionals in the country consistently for the last 4 years by International Tax Review UK.

He was the past president of the Bangalore Chamber of Industry and Commerce (BCIC) during 2009-10 and continues to be the Chairman of the Finance Committee of the Chamber. He has been invited to the Academic Board of the Chartered Institute of Taxation, London, and continues to serve there.

Over a span of 37 years, Mr. K R Girish has lent his considerable expertise to corporates in financial analysis and reporting, international taxation, including that related to M&As, internal controls, and business strategy. He also holds the flag in the areas of technology adoption for ERP and regulatory frameworks. Girish is much sought by corporates for his views on their business plans and for a second opinion on their strategic initiatives. He often advises corporates on the right capital allocation policy, keeping tax consequences and shareholder interests in mind. He has been involved with many large technology companies, particularly those with services as a major revenue stream. In today's world, where the importance of ESG cannot be overemphasised, he has provided critical inputs to corporates keen to address these global concerns.

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ANNEXURE E**BRIEF PROFILE – PARAMESHWAR G BHAT, SECRETARIAL AUDITOR**

Mr. Parameshwar Ganapati Bhat, is a Peer Reviewed Company Secretary in Practice based in Bengaluru. He holds multiple academic and professional qualifications, including a B.Com., LLB, LLM, MBA, and is a Fellow Member of the Institute of Company Secretaries of India (FCS).

Mr. Bhat has been practicing as a Company Secretary since 2012, providing professional services to corporates in the areas of Company Law, FEMA, SEBI Regulations, and other corporate legal matters.

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ANNEXURE II

Details under Regulation 30 of the SEBI Listing Regulations, read along with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sl. No.	Particulars	Details	
1.	Name	Ms. Revathy Ashok (DIN: 00057539)	Mr. Gaurav Mathur (DIN: 00016492)
2.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Completion of 10 (ten) years as an Independent Director of the Company and relinquishment from the position w.e.f. June 30, 2025, as per the reasons mentioned in the letter enclosed.	Cessation (Completion of tenure as an Independent Director) w.e.f. August 30, 2025, as per the reasons mentioned in the letter enclosed.
3.	Date of appointment/ reappointment/ cessation (as applicable) & term of appointment/ re-appointment	June 30, 2025	August 30, 2025
4.	Brief profile (in case of appointment)	Not Applicable	Not Applicable
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable	Not Applicable
6.	Letter of Resignation along with detailed reason for resignation	Enclosed as Annexure F	Enclosed as Annexure G
7.	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any	Directorship in Listed Companies: <u>Independent Director</u> (i) 360 One Wam Limited (ii) Sansera Engineering Limited (iii) Barbeque Nation Hospitality Limited (iv) Astrazeneca Pharma India Limited (v) Digitide Solutions Limited <u>Committee Position</u> 1. 360 One Wam Limited Audit Committee: Chairperson Nomination and Remuneration Committee: Member CSR Committee: Member 2. Sansera Engineering Limited Audit Committee: Chairperson Nomination and Remuneration Committee: Member CSR Committee: Member 3. Barbeque-Nation Hospitality Limited Audit Committee: Chairperson Risk Management Committee: Member 4. Astrazeneca Pharma India Limited Stakeholders Relationship Committee: Member	Not Applicable

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Sl. No.	Particulars	Details	
		<p>Nomination and Remuneration Committee: Chairperson CSR Committee: Member</p> <p>5. Digitide Solutions Limited Audit Committee: Member Nomination and Remuneration Committee: Chairperson</p>	
8.	The independent director shall, along with the detailed reasons, also provide a confirmation that there are no other material reasons other than those provided	Ms. Revathy Ashok has confirmed that there are no material reasons other than those mentioned in her letter.	Not Applicable

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June 19, 2025

To,
The Board of Directors,
Qness Corp Limited
Qness Tower, Sky Walk Avenue,
32/4, Hosur Road,
Bommanahalli, Bengaluru – 560068

Dear Members of the Board,

Sub: Intimation for completion of 10 years as an Independent Director

I, Revathy Ashok, Independent Director of the Company, would like to inform you that my tenure of 10 years on the Board of Qness Corp Limited will end on July 23, 2025.

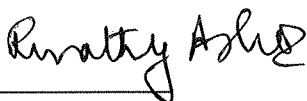
However, I request the Board to relinquish my position as an Independent Director w.e.f. June 30, 2025, due to my other professional and personal commitments.

I further confirm that there is no other material reason, other than those mentioned above.

I take this opportunity to convey my gratitude to the Board of Directors of the Company for their cooperation and support during the tenure of my directorship. I convey my best wishes for the future growth & success of the Company.

Thanking you,

Sincerely,



Revathy Ashok
DIN: 00057539

June 17, 2025

To,

The Board of Directors

Qess Corp Limited

Qess Tower, Sky Walk Avenue,

32/4, Hosur Road, Roopena Agrahara, Bommanahalli,

Bengaluru - 560068

Dear Sir/ Madam,

Subject: Intimation of the completion of Tenure and Cessation as Independent Director

I would like to formally inform you that my tenure as an Independent Director on the Board of Qess Corp Limited will end on August 30, 2025.

Due to my other professional and personal commitments, I have decided not to seek renewal of my term as an Independent Director of the Company. Accordingly, I will cease to be an Independent Director of the Company on completion of the 1st term, i.e., August 30, 2025.

I further confirm that there are no material reasons for my resignation other than those mentioned above.

It has been a privilege to serve on the Board and contribute to the growth and governance of the Company. I extend my sincere gratitude to the Board, management, and all stakeholders for the trust and support extended to me during my tenure.

I wish the Company continued success in all its future endeavours.

With warm regards,

A handwritten signature in black ink, appearing to read 'Gmathur', with a horizontal line underneath the name.

Gaurav Mathur

Independent Director

DIN: 00016492