

December 22, 2023

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.: Restructuring of overseas subsidiaries to achieve simplification of corporate structure

We wish to inform that as part of internal restructuring of overseas business operations of the Company, the Board of Directors (“**Board**”) at their meeting held today, i.e., Friday, December 22, 2023, considered and approved the proposal of restructuring of overseas subsidiaries by way of acquisition of 56% stake in Mfxchange Holdings Inc., Canada (“**MFX**”), a wholly-owned step-down subsidiary of the Company from Quesscorp Holdings Pte Ltd, Singapore, a wholly-owned subsidiary.

The proposed restructuring will result in simplification of structure of the Company without any change in ultimate ownership of the Company over the said subsidiary.

Upon consummation of the aforesaid transactions, MFX would become a direct subsidiary of the Company.

The information as per Regulation 30 of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 read along with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 is annexed as ‘Annexure 1’ for Restructuring and ‘Annexure 2’ for Acquisition of shares in subsidiary.

The same will be made available on the Company’s website www.quescorp.com.

Kindly take the above information on record and oblige.

Yours sincerely,
For Quess Corp Limited

Kundan K Lal
Company Secretary & Compliance Officer

Annexure 1

Information required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015, dated 9th September, 2015.

Sl. No	Particulars	Details
1.	Details and reasons for restructuring	The proposed restructuring will result in simplification of structure of the Company without any change in ultimate 100% ownership of the Company over the said subsidiaries.
2.	Quantitative and/or qualitative effect of restructuring	The Company will become direct holding Company of MFX. However, there would not be any change in the ultimate control and MFX would remain a wholly-owned subsidiary of the Company. Refer Sl. No 1 for more details.
3.	Details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring	No benefit to Promoter/promoter group/promoter group Companies.
4.	Brief details of change in shareholding pattern (if any) of all entities	There is no change in the ultimate shareholding of the Company in MFX. However, MFX would become a direct subsidiary of the Company upon transfer of 56% stake presently held by Quess Singapore.

Information required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015, dated 9th September, 2015

Sl. No	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	Name: MFXchange Holdings Inc. Canada ("MFX") Business details: Provides customized datacenter and infrastructure services including private cloud offerings, across various industries. In addition, the Company provides end-to end commercial technology applications and business process outsourcing solutions to the property and casualty insurance industry. It has reported revenue of ₹ 259.17 crores (i.e., 1.51% of Quess consolidated revenue) as on 31 March, 2023.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	Yes, the proposed restructuring would fall within the purview of related party transaction and is being undertaken on an arm's length basis. The promoter and promoter group of Quess do not have any interest in the said transaction.
3.	Industry to which the entity being acquired belongs;	Global Technology Business
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The proposed restructuring will result in simplification of structure of the Company without any change in ultimate 100% ownership of the Company over the said subsidiaries.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or regulatory approvals required. Form FC will be submitted with RBI through the Authorised Dealer.
6.	Indicative time period for completion of the acquisition;	One month
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash consideration up to USD 20.40 million (equivalent to SGD 27.15 million) for transfer of 56% shareholding of Quesscorp Holdings Pte Ltd, Singapore ("Quess Singapore") based on the valuation report issued by the Merchant Banker-Category-I, at a price arrived on arm's length basis in accordance with the Foreign Exchange Management (Overseas Investment) Rules, 2022 ("OI Rules") read with the Foreign Exchange Management (Overseas Investment) Directions, 2022 ("OI Directions").
8.	Cost of acquisition or the price at which the shares are acquired;	As mentioned in Point 7 above.
9.	Percentage of shareholding/ control acquired and / or number of shares acquired;	There is no change in the ultimate shareholding of the Company in MFX. However, MFX would become a direct subsidiary of the Company upon transfer of 56% stake presently held by Quess Singapore.
10.	Brief background about the entity acquired in terms of products/line of	MFX was incorporated on 17 December, 2001 in Canada.

Sl. No	Particulars	Details											
	business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Background – Refer SI No. 1 Key Financials (In ₹ Crores) <table border="1" data-bbox="756 327 1402 396"> <thead> <tr> <th data-bbox="756 327 935 360">Particulars</th> <th data-bbox="935 327 1078 360">FY 2023</th> <th data-bbox="1078 327 1235 360">FY 2022</th> <th data-bbox="1235 327 1402 360">FY 2021</th> </tr> </thead> <tbody> <tr> <td data-bbox="756 360 935 396">Revenue</td> <td data-bbox="935 360 1078 396">259.17</td> <td data-bbox="1078 360 1235 396">249.22</td> <td data-bbox="1235 360 1402 396">235.72</td> </tr> </tbody> </table>				Particulars	FY 2023	FY 2022	FY 2021	Revenue	259.17	249.22	235.72
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Note: Currency Conversion for revenue has been done at closing exchange rate as on 31 March 2023.