

June 22, 2022

**BSE Limited**

Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

**Security Code- 539978**

**National Stock Exchange of India Limited**

"Exchange Plaza", Bandra-Kurla Complex,  
Bandra (East),  
Mumbai-400051

**NSE Symbol- QUESS**

Dear Sir / Madam,

**Sub: Investors Presentation**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Investor's presentation on the Merger of Allsec Technologies Limited into Quess Corp Limited.

The above said presentation is also made available on the Company's website <https://www.quesscorp.com/investor-other-information/>.

Kindly take the same on record.

Thanking You,

Yours sincerely,

**For Quess Corp Limited**

**Kundan K Lal**

**Company Secretary & Compliance Officer**

Encl. a/a

**Quess Corp Limited**

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[www.quesscorp.com](http://www.quesscorp.com)



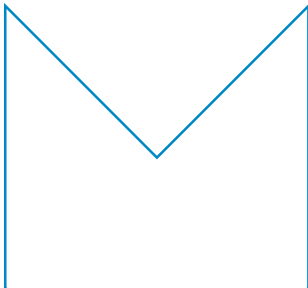
22<sup>nd</sup> June, 2022

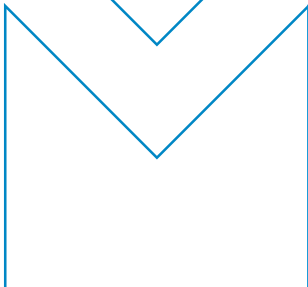
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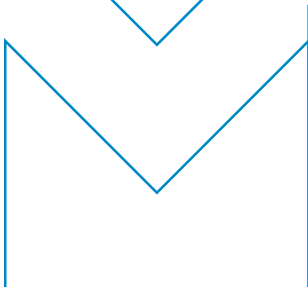
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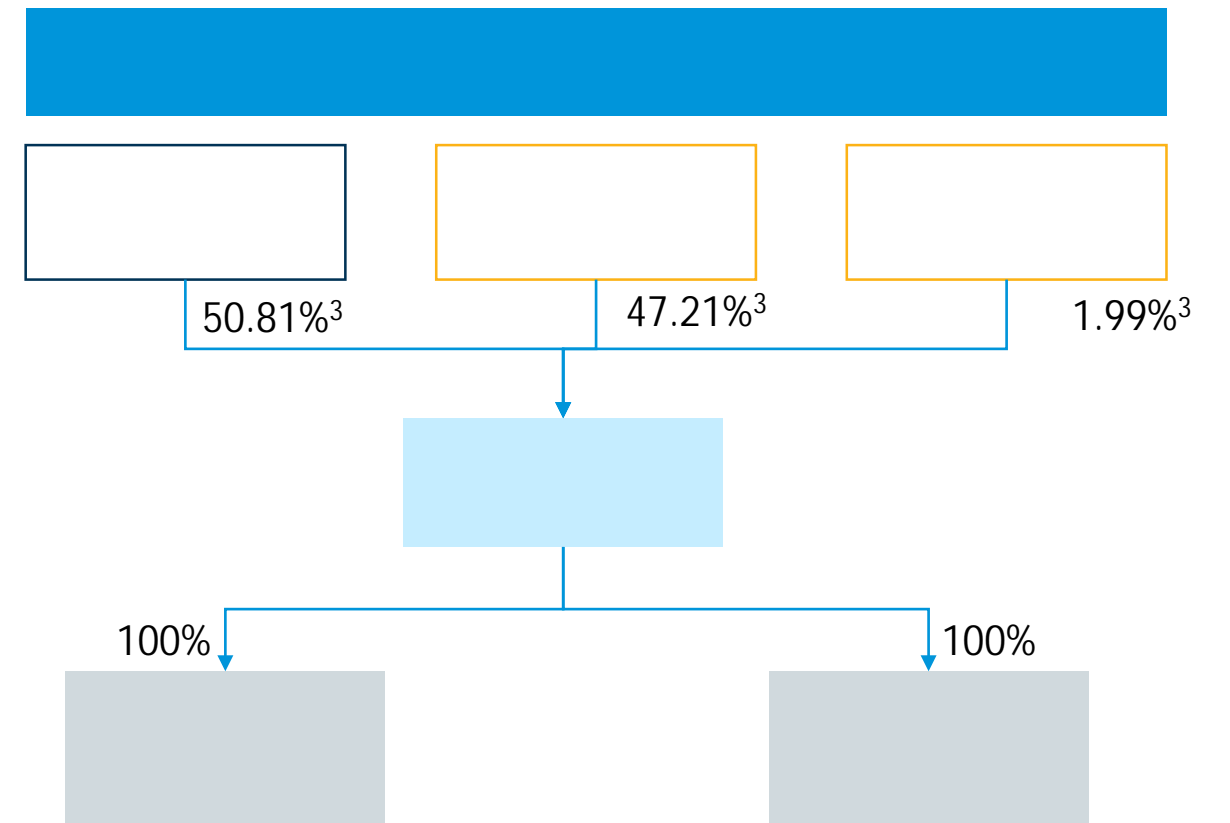
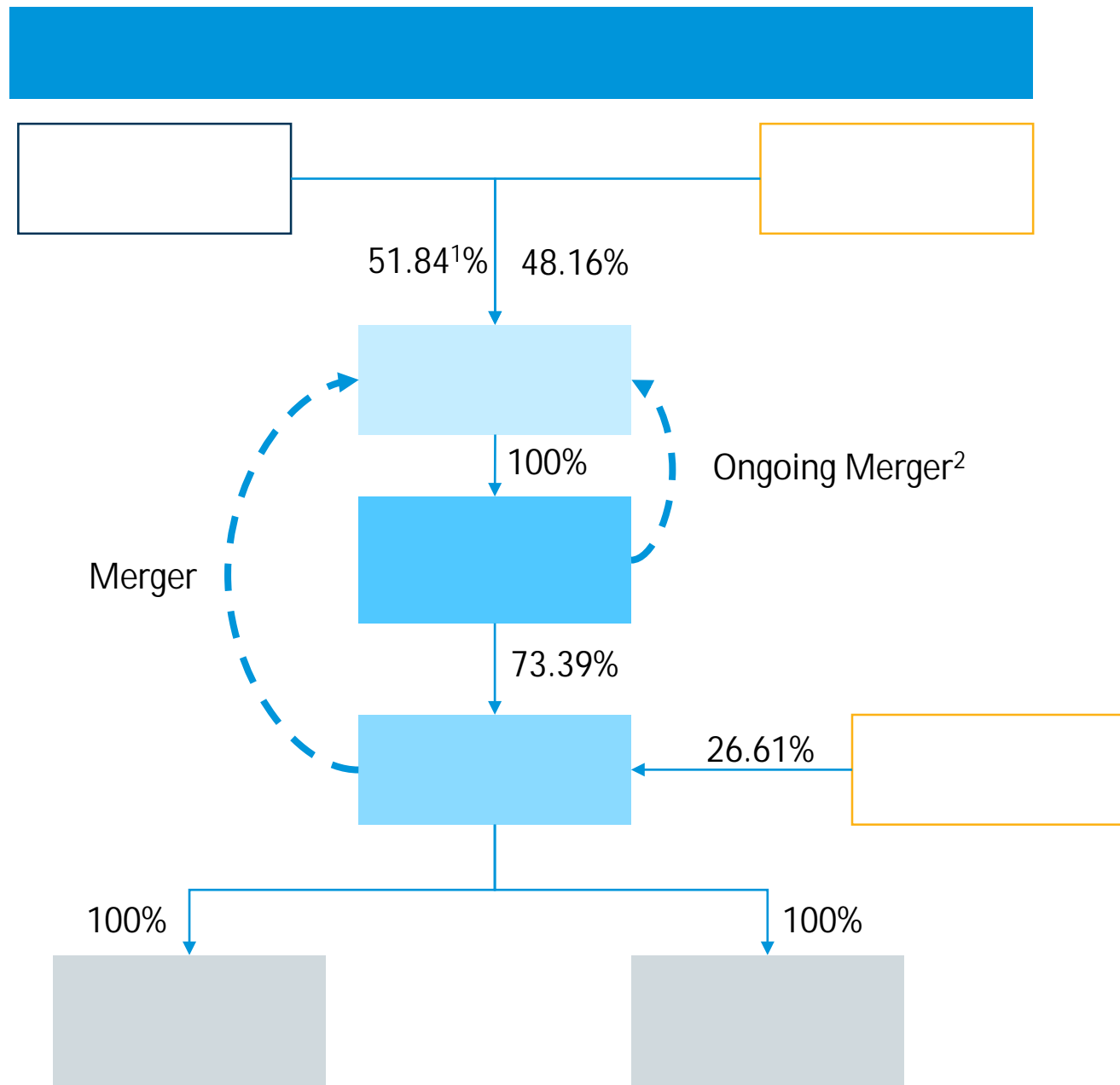
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- A blue arrow pointing to the right, with its tail at the left edge of the slide and its head pointing towards the first list box.
- Merger of Allsec Technologies Ltd (Allsec\*), into Ques Corp Ltd (Ques) through a Scheme of Amalgamation (Scheme)
  - Board has approved the Scheme and Share Swap Ratio on 22nd June, 2022
  - Approval from shareholders, creditors and regulatory authorities to be taken in due course
  - Completion of the merger expected to take a year from the date of announcement

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- A blue arrow pointing to the right, with its tail at the left edge of the slide and its head pointing towards the second list box.
- Swap ratio of 0.74x., with Allsec public shareholders to receive 74 shares of Ques for every 100 share held in Allsec
  - Shareholding of Ques\*\* in Allsec to be cancelled on merger
  - Pursuant to the Scheme, Public Shareholders of Allsec to hold ~ 2 % stake in Ques

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- A blue arrow pointing to the right, with its tail at the left edge of the slide and its head pointing towards the third list box.
- Deal Advisors – ICICI Securities Limited
  - Registered Valuer – Drushti R Desai ( Bansi S. Mehta & Co.)
  - Fairness opinion providers – ICICI Securities Limited for Ques and Fedex Securities Private Limited for Allsec
  - Tax Advisors – Aeka Advisors India LLP
  - Legal Counsel – Mr. Murali Ananthasivan (Chambers of A. Murali)

\* Allsec is a subsidiary of Conneqt Business Solutions Ltd. (Conneqt). Conneqt, a WoS of Ques, is under the process of merging into Ques

\*\* To be held post Conneqt merger becoming effective



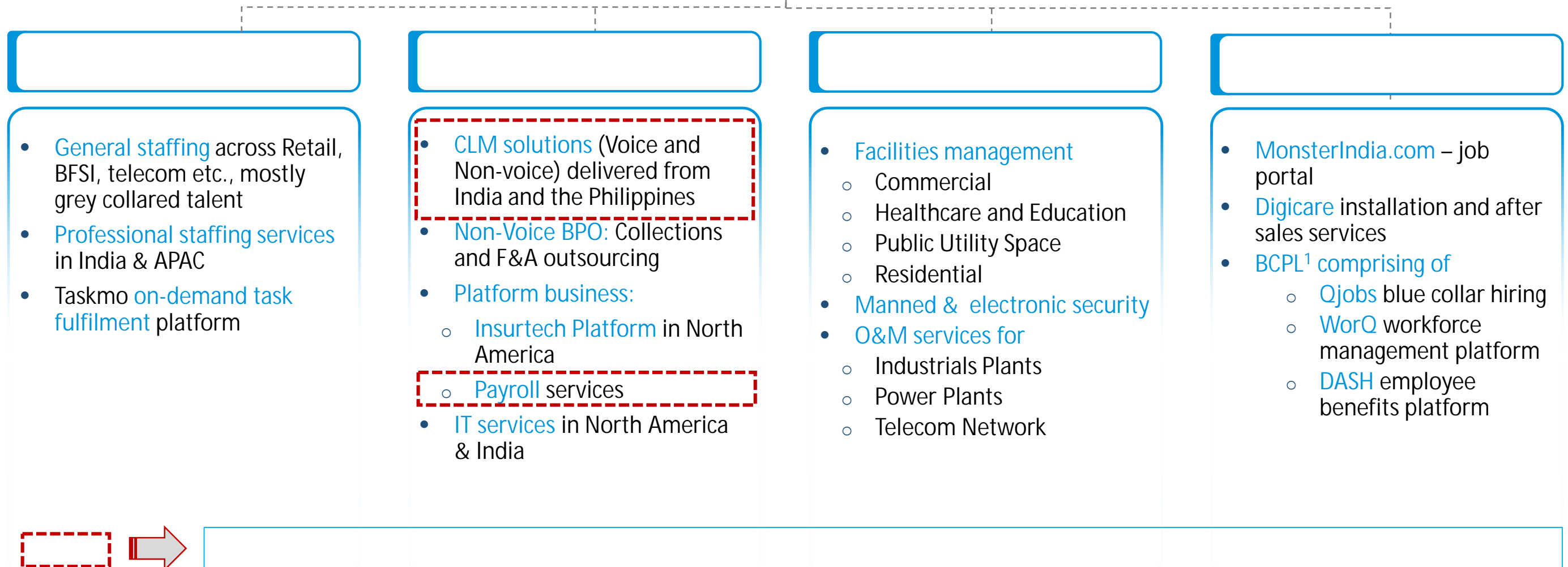
<sup>3</sup> Based on share swap ratio

<sup>1</sup> Basis shares outstanding as at 20<sup>th</sup> June 2022

<sup>2</sup> Conneqt, a WoS of Quess, is under the process of merging into Quess

# Operations spread across synergistic platforms

## QUESS



<sup>1</sup> Billion Careers Private Limited is housing the distributed blue collar workforce platform of Quess



Deliver purposeful  
customer journeys

Recover debts and  
prevent fraud

Check all the boxes  
and eliminate  
regulatory  
missteps

Create a better  
workplace with an  
end-to-end HR  
solution

Manage and  
deliver powerful  
and accurate  
payroll, every time

Labour law and  
payroll compliance,  
backed by  
technology

Overlap with Quess / Conneqt

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FY22 Revenue



FY22 EBITDA  
Margin



FY22 PAT Margin



Backed by Fairfax Capital  
(Canada)



Leading domestic private sector  
employer



48<sup>th</sup> largest staffing company in  
the world by value



Top 100 “Great Place to Work”



Headcount



Countries



Active Clients



FY22 Revenue



FY22 EBITDA Margin



FY22 PAT Margin



Headcount



Countries in which  
payroll is processed



Active Clients



of Global BPO service  
excellence



HRO business has processed  
per month



Service delivery bundled with



Service Delivery  
Centres with site-to-site BCP,



Multi-Lingual hub offering  
using  
native speakers

- Merger of Allsec\* into Ques through a Scheme
- Board has approved the Scheme and Share Swap Ratio on June 22, 2022
- Approval from shareholders, creditors and regulatory authorities to be taken in due course
- Upon merger, all assets and liabilities of Allsec including investments in subsidiaries to be transferred to Ques
- Appointed Date for the merger: April 1, 2022 or such other date as the NCLT<sup>^</sup> may direct / allow

- Share Swap Ratio is 0.74x. Public shareholders of Allsec will receive 74 shares of Ques for every 100 shares held in Allsec
- Shareholding of Ques\*\* in Allsec to be cancelled on merger
- Public shareholders of Allsec to hold ~2% stake in Ques on merger
- Allotment of new shares to be issued under the scheme to be listed on BSE and NSE

- The Securities and Exchange Board of India (SEBI) and Stock Exchanges
- Equity shareholders and creditors of Ques and Allsec
- Minority shareholders of Allsec
- Jurisdictional NCLT (Bengaluru Bench and Chennai Bench), and other statutory authorities as applicable

- Proposed merger shall be tax neutral, subject to compliance of conditions prescribed under the Income-tax Act, 1961
- No Income-tax implications in the hands of Ques on cancellation of equity shares held in Allsec\*\* upon merger
- Merger to comply with requisite exchange control regulations
- Merger will not require the approval of the Competition Commission of India

\* Allsec is a subsidiary of Conneqt. Conneqt, a WoS of Ques, is under the process of merging into Ques

\*\* To be held post Conneqt merger becoming effective

<sup>^</sup> National Company Law Tribunal

- Better Administration
- Reduction in costs from shared operational efforts and simplification of business processes
- Reduction in multiplicity of legal and regulatory compliances

- Sharing managerial and technical resources
- Attract and retain talent given additional opportunities in the larger Quess ecosystem

- Unified platform leveraging on complementary capabilities of Allsec's strong international CLM business & Conneqt's leadership position in domestic CLM segment
- Allsec's HRO business complements Quess services and can be sold as a bundled solution
- Ability to participate in large customer RFPs

- Diversified business offerings leading to reduced business risks (Staffing & IT/BPO)
- Simplified corporate structure to drive shareholder value

a

- Larger organization with integrated offerings available to take to the market
- Reduced statutory compliance requirements, reduction in corporate and support function overhead costs
- Allows Quess to offer bundled offerings at optimized costs to clients
- Attract and retain talent given additional opportunities opening up in a larger entity

b

- Ability to participate in large customer RFPs, given the size of Quess Balance Sheet
- Leverage existing domestic CLM capabilities of Quess to expand service offerings in the international market
- Ability to scale up faster and grow in Tier 2 cities using the Quess (Conneqt) infra

c

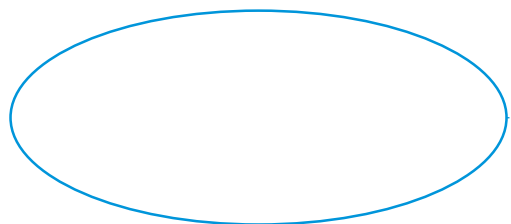
- Enable smoother cross sell of integrated products and services
- Digitization of end to end process from recruitment to exit
- Increased geographical penetration given Quess' strong presence in Middle East and South Asia

d

- Reduction in compliance costs
- Leveraging the shared services to optimize cost of delivery



- Approval of the transaction and other documents including Scheme, Valuation Report and Fairness Opinion



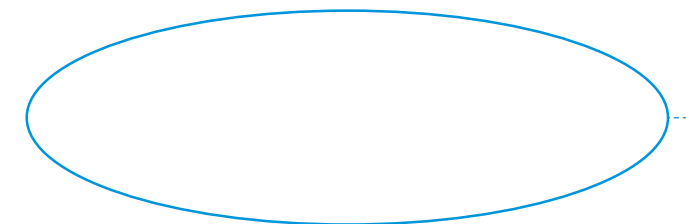
- SEBI, Stock Exchanges, Lenders NOC's, etc.
- Receipt of observation letter/ comments from SEBI and Stock Exchanges



- Filing of Scheme
- NCLT approval, shareholders approval, creditors approval and other approvals including regulatory authorities



- NCLT order to be filed with ROC
- Allotment of shares
- Listing of new shares issued on merger









Quess House, Quess Corp Limited, 3/3/2, Bellandur Gate,  
Sarjapur Road, Bengaluru - 560 103

## About Quess Corp

Quess Corp Limited (Quess) is India's leading business services provider, leveraging our extensive domain knowledge and future-ready digital platforms to drive client productivity through outsourced solutions.

We provide a host of technology enabled staffing and managed outsourcing services across processes such as sales & marketing, customer care, after sales service, back office operations, manufacturing operations, facilities and security management, HR & F&A operations, IT & mobility services, etc.

Our passion for delivering exceptional services, augmented by proprietary digital platforms, has strongly established our credentials as India's largest employer in the private sector and the biggest integrated business services provider in the country. We are proud to achieve this success as a 13- year old start-up.

A core value driving our business is constantly making the workforce more productive. Our business strategy is aligned to this, including training and skill development for better employability, helping job seekers easily find employment opportunities, digitising workflows, and providing social security benefits to a wider employable population.

Established in 2007 and headquartered in Bengaluru, Quess today has unmatched geographic presence and scale with more than 644 locations across India, South East Asia & North America, backed by technology-intensity and domain specialization to create unmatched service experiences.

Learn more about us at

[www.quescorp.com](http://www.quescorp.com)

