

August 1, 2024

To,  
**BSE Limited**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, PJ Towers,  
Dalal Street,  
Mumbai – 400 001  
**Security Code – 539978**

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400 051  
**NSE Symbol – QUESS**

Dear Sir/Madam,

**Sub.: Intimation regarding receipt of Observation letters from BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE') in relation to the proposed Composite Scheme of Arrangement amongst the Quess Corp Limited ("Demerged Company"), Digitide Solutions Limited (Resulting Company 1) and Bluspring Enterprises Limited (Resulting Company 2) and their respective shareholders and creditors ('Scheme')**

This is in continuation to our earlier intimation dated February 16, 2024, wherein it was informed that the Board of Directors of Quess Corp Limited had approved the Composite Scheme of Arrangement amongst the Company, Digitide Solutions Limited and Bluspring Enterprises Limited and their respective shareholders and creditors, subject to receipt of applicable regulatory approvals.

In this regard, we would like to inform you that BSE and NSE, vide their letters dated July 31, 2024 and August 1, 2024 respectively, have issued their Observation Letters as required under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with 'No adverse observations/No objection', to the proposed Scheme. Copies of observation letters of BSE and NSE are attached herewith for your reference and record.

The Company will be filing an application with the Hon'ble National Company Law Tribunal, Bengaluru Bench, to continue its efforts to unlock value for its shareholders by demerging its businesses into the Resulting Company 1 and 2, thereby listing them separately as standalone entities. The demerger will ultimately result in three separate listed companies, namely:

1. Quess Corp Limited (Demerged Company)
2. Digitide Solutions Limited (Resulting Company 1)
3. Bluspring Enterprises Limited (Resulting Company 2)

This disclosure is in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above information on record.

Yours sincerely,  
**For Quess Corp Limited**

**Kundan K Lal**  
**Company Secretary & Compliance Officer**

**Quess Corp Limited**

Quess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru-560103, Karnataka, India  
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[www.quesscorp.com](http://www.quesscorp.com)

DCS/AMAL/AK/R37/3275/2024-25

July 31, 2024

The Company Secretary,  
**Quess Corp Ltd**  
3/3/2, Sarjapur Main Road,  
Bellandur Gate,  
Bengaluru,  
Karnataka, 560103

Dear Sir,

**Sub: Observation letter regarding Composite scheme of arrangement between Quess Corp Limited (“Demerged Company”), Digitide Solutions Limited (“Resulting Company 1”) and Bluespring Enterprises Limited (“Resulting Company 2”) and their respective shareholders and creditors**

We are in receipt of Composite scheme of arrangement between Quess Corp Limited (“Demerged Company”), Digitide Solutions Limited (“Resulting Company 1”) and Bluespring Enterprises Limited (“Resulting Company 2”) and their respective shareholders and creditors as required under SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 94(2) of SEBI LODR Regulations 2015 along with SEBI/HO/DDHS/DDHS\_DivI/P/CIR/2022/000000103 dated July 29, 2022 (SEBI Circular) and Regulation 94A(2) SEBI (LODR) Regulations, 2015; SEBI vide its letter dated July 31, 2024 has inter alia given the following comment(s) on the draft scheme of Arrangement:

- a. “The Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon’ble NCLT and shareholders, while seeking approval of the scheme.”
- b. “Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.”
- c. “Company shall ensure compliance with SEBI circulars issued from time to time.”
- d. “The entities involved in the scheme shall duly comply with the various provisions of the circular and ensure that all liabilities of the Transferor Company are transferred to the Transferee company.”
- e. “Company is advised that the information pertaining to all the unlisted companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of the schedule VI of the ICDR Regulations 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.”
- f. “Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.”

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- g. “Company shall ensure that the details of the proposed scheme under consideration as provided to the stock exchange shall be prominently disclosed in the notice to shareholders.”
- h. “The Companies are advised to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013.
- Details of Assets, Liabilities, Net worth and revenue of the companies involved pre & post scheme.
  - Impact of scheme on revenue generating capacity of the Demerged company.
  - Need and rationale of the scheme, Synergies of business of the companies involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.
  - Value of assets and liabilities of Demerged Company that are being transferred to Resulting Company
- i. “Company shall ensure that applicable additional information, if any, to be submitted to SEBI along with draft scheme of arrangement and document requested via ‘Query No.18’ dated March 11, 2024 shall form part of disclosures to the shareholders.”
- j. “Company is advised that the proposed equity shares to be issued in the terms of the “Scheme” shall be mandatorily in demat form only.”
- k. “Company is advised that the ‘Scheme’ shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.”
- l. “Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.”
- m. “Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon’ble NCLT and the Company is obliged to bring the observations to the notice of Hon’ble NCLT.”
- n. “Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.”
- o. “It is to be noted that the petitions are filed by the company before Hon’ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.”

Accordingly, based on aforesaid comment offered by SEBI, the Company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.

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- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the Company to the shareholders, while seeking approval of the scheme, it shall disclose Information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated June 20, 2023.

However, the listing of equity shares of Digitide Solutions Limited ("Resulting Company 1") and Bluespring Enterprises Limited ("Resulting Company 2") shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. Further, Digitide Solutions Limited ("Resulting Company 1") and Bluespring Enterprises Limited ("Resulting Company 2") shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Companies shall fulfil the Exchange's criteria for listing the securities of such Companies and also comply with other applicable statutory requirements. However, the listing of shares of Digitide Solutions Limited ("Resulting Company 1") and Bluespring Enterprises Limited ("Resulting Company 2") is at the discretion of the Exchange. In addition to the above, the listing of Digitide Solutions Limited ("Resulting Company 1") and Bluespring Enterprises Limited ("Resulting Company 2") pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Digitide Solutions Limited ("Resulting Company 1") and Bluespring Enterprises Limited ("Resulting Company 2") in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the Companies are also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all details of Digitide Solutions Limited ("Resulting Company 1") and Bluespring Enterprises Limited ("Resulting Company 2") in line with the details required as per the aforesaid SEBI circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.
3. To disclose all the material information about Digitide Solutions Limited ("Resulting Company 1") and Bluespring Enterprises Limited ("Resulting Company 2") on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provisions shall be incorporated in the scheme:

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- “The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange.”
- “There shall be no change in the shareholding pattern of Digitide Solutions Limited (“Resulting Company 1”) and Bluespring Enterprises Limited (“Resulting Company 2”) between the record date and the listing which may affect the status of this approval.”

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **the validity of this Observation Letter shall be Six Months from the date of this Letter**, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its ‘No adverse observation’ at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations do not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon’ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange’s representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

  
Sabah Vaze  
Senior Manager

  
Jayanti Pradhan  
Assistant Manager

**National Stock Exchange Of India Limited**

Ref: NSE/LIST/40413

August 01, 2024

The Company Secretary  
Quess Corp Limited  
Quess House,  
3/3/2, Bellandur Gate,  
Sarjapur Main Road,  
Bengaluru - 560103

**Kind Attn.: Mr. Kundan K Lal**

Dear Sir,

**Sub: Observation Letter for Draft composite scheme of arrangement amongst Quess Corp Limited (“Demerged Company”) and Digitide Solutions Limited (“Resulting Company 1”) and Bluspring Enterprises Limited (“Resulting Company 2”) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.**

We are in receipt for Draft composite scheme of arrangement amongst Quess Corp Limited (“Demerged Company”) and Digitide Solutions Limited (“Resulting Company 1”) and Bluspring Enterprises Limited (“Resulting Company 2”) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 vide application dated March 02, 2024.

Based on our letter reference no. NSE/LIST/40413 dated June 05, 2024, submitted to SEBI pursuant to SEBI Master Circulars no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 read with 94(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), SEBI vide its letter dated July 31, 2024, has inter alia given the following comment(s) on the draft scheme of arrangement:

- a) *The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
- b) *The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter, is displayed on the websites of the listed Companies and the Stock Exchanges.*
- c) *The Company shall ensure compliance with the SEBI circulars issued from time to time.*

- d) *The entities involved in the Scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company.*
- e) *The Company shall ensure that information pertaining to all the Unlisted Companies involved, if any in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- f) *The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- g) *The Company shall ensure that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchanges shall be prominently disclosed in the notice sent to the Shareholders.*
- h) *The Companies involved in the Scheme shall ensure to disclose the following, as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013:*
- *Details of assets, liabilities, net worth and revenue of the companies involved, pre and post scheme.*
  - *Impact of scheme on revenue generating capacity of Demerged Company.*
  - *Need and rationale of the scheme, synergies of business of the companies involved in the scheme, impact of the scheme on the shareholders and cost benefit analysis of the scheme.*
  - *Value of assets and liabilities of Demerged Company that are being transferred to the Resulting Company.*
- i) *The Company shall ensure that all the applicable additional information shall form part of disclosure to shareholders, which was submitted by the Company to the Stock Exchanges as per Annexure M of Exchange checklist.*
- j) *The Company shall ensure that the proposed equity shares to be issued in terms of the “Scheme” shall mandatorily be in demat form only.*

- k) *The Company shall ensure that the “Scheme” shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*
- l) *The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.*
- m) *The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.*
- n) *The Company shall ensure that all the applicable provisions under the Companies Act, 2013, rules and regulations issued thereunder are complied, including obtaining the consent from the creditors for the proposed scheme.*
- o) *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.*

**It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.**

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

The Listed entities involved in the proposed Scheme shall disclose the No-Objection Letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

The Company should also fulfil the Exchange’s criteria for listing of such companies and also comply with other applicable statutory requirements. However, the listing of shares of Digitide Solutions Limited and Bluspring Enterprises Limited is at the discretion of the Exchange.





The listing of Digitide Solutions Limited and Bluspring Enterprises Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval & Companies satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Digitide Solutions Limited and Bluspring Enterprises Limited and its group companies in line with the disclosure requirements applicable for public issues with National Stock Exchange of India Limited (“NSE”) for making the same available to the public through website of the companies. The following lines must be inserted as a disclaimer clause in the Information Memorandum:

*“The approval given by the NSE should not in any manner be deemed or construed that the Scheme has been approved by NSE; and/ or NSE does not in any manner warrant, certify or endorse the correctness or completeness of the details provided for the unlisted Companies; does not in any manner take any responsibility for the financial or other soundness of the Digitide Solutions Limited and Bluspring Enterprises Limited, its promoters, its management etc.”*

2. To publish an advertisement in the newspapers containing all the information about Digitide Solutions Limited and Bluspring Enterprises Limited in line with the details required as per SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.
3. To disclose all the material information about Digitide Solutions Limited and Bluspring Enterprises Limited to NSE on continuous basis to make the same public, in addition to the requirements, if any, specified in SEBI (LODR) Regulations, 2015 for disclosures about the subsidiaries.
4. The following provision shall be incorporated in the scheme:

*(a) “The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.”*

*(b) “There shall be no change in the shareholding pattern or control in Digitide Solutions Limited and Bluspring Enterprises Limited between the record date and the listing which may affect the status of this approval.”*

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from August 01, 2024, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

**The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37 of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.**

Yours faithfully,  
For National Stock Exchange of India Limited

Khyati Vidwans  
Senior Manager

