

25th November, 2019

The General Manager

Department of Corporate Services,
BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai – 400 001

Security Code – 539978

The Manager

Department of Corporate Services,
**National Stock Exchange of India
Limited**
Exchange Plaza,
Bandra- Kurla Complex,
Bandra (East), Mumbai – 400 001
NSE Symbol – QUESS

Dear Sir/ Madam,

Ref: Composite Scheme of Arrangement and Amalgamation amongst TC Forex Services Limited and Travel Corporation (India) Limited and TC Travel Services Limited and SOTC Travel Management Private Limited and Thomas Cook (India) Limited and Quess Corp Limited and their respective shareholders (“the Scheme”)

Sub: Outcome of Administration and Investment Committee of the Board of Directors of Quess Corp Limited (“the Company”) meeting held on 25th November, 2019 - Disclosure under Regulation 30 and 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

With reference to the captioned subject, we hereby inform that the Administration and Investment Committee of the Board of Directors of the Company (“the Committee”) at its Meeting held on the today, i.e. 25th November, 2019 has, inter alia, transacted the following businesses:

1. Noted the Certified copy of the Order dated 7th November, 2019 passed by Hon'ble NCLT Bengaluru bench sanctioning the Scheme received by the Company.
2. Noted the Certified copy of the Order dated 10th October, 2019 passed by Hon'ble NCLT Mumbai bench sanctioning the Scheme received by Thomas Cook (India) Limited (“TCIL”).
3. Noted the Appointed Date of the Scheme as April 1st, 2019, as approved by the Hon'ble NCLT Bengaluru, Bench and the Hon'ble NCLT Mumbai, Bench.
4. Noted 25th November, 2019 as the Effective Date of the Scheme, on which date, Orders passed by both the NCLTs were filed with the respective jurisdictional Registrar of Companies by all the Companies involved in the Scheme.

Quess Corp Limited

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www.quesscorp.com



In accordance with Regulation 42 of the Listing Regulations, the Committee duly empowered by the Board of Directors of the Company, has fixed 6th December, 2019 as the Record Date, for the purpose of determining the shareholders of TCIL who shall be entitled to receive the equity shares of the Company as per the share entitlement ratio mentioned under Clause 32.1 of the Composite Scheme.

In accordance with the Scheme, the Company will issue and allot to all the equity shareholders of TCIL whose names appear in the register of the member(s), as on the Record Date, 1889 fully paid-up equity shares of Rs. 10 each of the Company for every 10,000 fully paid-up equity shares of Rs. 1 each, held by such members of TCIL.

The equity shares proposed to be issued by Quess Corp Limited in accordance with the Scheme will be submitted for listing with the Stock Exchanges and they shall rank *pari-passu* in all respects with the existing equity shares of the Company.

We request you to kindly take the above on record.

The same is also being uploaded on the website of the Company at www.uesscorp.com

Thank you,
Yours faithfully,
For **Quess Corp Limited**



Kundan K Lal
Company Secretary and Compliance Officer