

9th December, 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,

Sub: Outcome of the Board of Directors meeting held on 9th December, 2019

Ref.: Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited (“TCIL”) and Travel Corporation (India) Limited and TC Travel Services Limited and TC Forex Services Limited and SOTC Travel Management Private Limited and Quess Corp Limited (“Quess”) and their respective Shareholders and Creditors pursuant to Sections 230 to 232 read with Sections 52, 55 and 66 of the Companies Act, 2013. (“**the Scheme**”)

This is to inform you that the Board of Directors at their meeting held today, i.e., 9th December, 2019 which started at 05:00 P.M. and concluded at 05.45 P.M. has inter alia considered and approved the following matters:

- (i) Cancellation and reduction of 7,13,23,496 equity shares held by TCIL, Promoter without any further act or deed pursuant to Clause 44.3 of the Scheme.
- (ii) Allotment of 7,14,56,240 equity shares of face value of Rs.10 each, fully paid-up, to the eligible equity shareholders of TCIL as on 6th December, 2019 being the “Record Date”, as per the share entitlement ratio in terms of the Scheme.

Consequently, the newly allotted equity shares will be listed and/or admitted to trading on the BSE and NSE where the equity shares of Quess are already listed and admitted to trading. The said equity shares issued by Quess in accordance with the Scheme shall rank *pari-passu* in all respect with the existing shares of Quess.

Further to the allotment of the above equity shares, the issued and paid capital of Quess stands increased from Rs. 147,37,79,500 (14,73,77,950 equity shares of Rs. 10 each) to Rs. 147,51,06,940 (14,75,10,694 equity shares of Rs. 10 each).

Pursuant to Clause 32.7 of the Scheme Fairbridge Capital (Mauritius) Limited, Promoter of TCIL, shall become the Promoter of Quess in place of TCIL upon issuance and allotment of equity shares.

Pursuant to Clause 32.11 of the Scheme, the Board of directors approved consolidation of all fractional entitlements, and allotted 32,281 equity shares to Catalyst Trusteeship Limited appointed as Corporate Trustee, who shall hold the equity shares issued in Quess, in trust on behalf of the equity shareholders entitled to fractional entitlements with the express understanding that the trustee shall sell the same in the market and pay to Quess, the net sale proceeds thereof, whereupon Quess shall distribute such net sale proceeds (after deduction of applicable taxes, if any), to the equity shareholders in proportion to their respective fractional entitlements.



You are requested to take the above information on record.

Thanking you.

Yours faithfully,
For **Quess Corp Limited**



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