

August 1, 2019

The General Manager – Listing Dept.

Department of Corporate Services,
BSE Limited,
Floor 25, PJ Towers, Dalal Street,
Mumbai-400001.

The Vice President - Listing Dept.

National Stock Exchange of India Limited,
“Exchange Plaza”,
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051

Scrip Code: 539978

Scrip Symbol: QUESSE

Dear Sir/Madam,

Sub: Disclosure under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Code”)

Please find attached disclosure pursuant to Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to intimation received from HWIC Asia Fund, Promoter Group Company for acquisition of 458,200 equity shares from the open market on July 31, 2019 and August 1, 2019.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Quesse Corp Limited

Kundan K Lal

Company Secretary & Compliance Officer

Quesse Corp Limited

Quesse House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru-560103, Karnataka, India
Tel: +91 80 6105 6001 | connect@quessecorp.com | CIN No.L74140KA2007PLC043909

www.quessecorp.com

HWIC ASIA FUND

Level 1, Maeva Tower, Silicon Avenue, Cybercity, Ebene 72201, Mauritius
Tel: (230) 464 3044 Fax: (230) 468 1936

August 1, 2019

**The General Manager –
Listing Dept.**

Department of Corporate
Services,
BSE Limited,
Floor 25, PJ Towers, Dalal
Street,
Mumbai-400001.

**The Vice President -
Listing Dept.**

National Stock Exchange of
India Limited,
"Exchange Plaza",
Bandra-Kurla Complex,
Bandra (E),
Mumbai-400051

The Compliance Officer
Quess Corp Limited

3/3/2, Bellandur Gate,
Sarjapur Main Road,
Bengaluru- 560103

Scrip Code: 539978

Scrip Symbol: QUESS

Dear Sir/Madam,

**Sub: Disclosure under Regulation 29(2) of Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI
Takeover Code")**

Please find attached the disclosure under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with the acquisition of 458,200 equity shares from open market on July 31, 2019 and August 1, 2019.

You are requested to take note of the same on your records.

Thanking you,

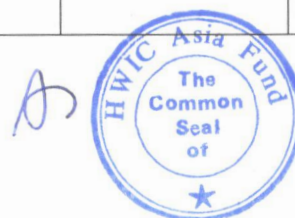
Yours faithfully,



Amy Tan Sze Ping
Authorised signatory
On behalf of HWIC Asia Fund

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Ques Corp Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: HWIC Asia Fund (Class A Shares) ("Acquirer") PAC: Thomas Cook (India) Limited		
Whether the acquirer belongs to Promoter/Promoter group	Acquirer falls under definition of Promoter group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	NSE and BSE		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC(**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights Thomas Cook (India) Limited HWIC Asia Fund	7,13,23,496 Nil	48.82% Nil	48.82% Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	7,13,23,496	48.82%	48.82%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold Thomas Cook (India) Limited HWIC Asia Fund	Nil 458,200	Nil 0.31%	Nil 0.31%
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil



c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil
d) Shares encumbered / invoked/ released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	458,200	0.31% ¹	0.31%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights Thomas Cook (India) Limited HWIC Asia Fund	7,13,23,496 458,200	48.82% 0.31%	48.82% 0.31%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	7,17,81,696	49.13%	49.13%
Mode of acquisition / sale (e.g. open market / off-market /public issue / rights issue / preferential allotment / inter-se transfer etc).	Open market		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	July 31, 2019 (256,200 equity shares) and August 1, 2019 (202,000 equity shares).		

¹ **Note:** As per the disclosure dated November 28, 2017, made under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("**SAST Regulations**"), Thomas Cook (India) Limited, the person acting in concert with the Acquirer, held 51.56% of the total equity share capital of the TC. Due to certain corporate actions undertaken by the TC since the date of such disclosure, the shareholding of Thomas Cook (India) Limited decreased to 48.82% of the total share capital of the TC without any further acquisition or disposal by Thomas Cook (India) Limited. Pursuant to acquisition of 0.31% of the total share capital of the TC by the Acquirer on July 31, 2019 and August 1, 2019, the total share capital of the TC held by Thomas Cook (India) Limited and the Acquirer has increased to 49.13% (i.e., a change of approximately 2.43% since the date of the last disclosure). Accordingly, given that there has been a change of more than 2% from the date of the last disclosure, in the aggregate holding of the Acquirer along with persons acting in concert with the Acquirer, in relation to the shares of the TC, this disclosure under Regulation 29(2) of the SAST Regulations is being made.



Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 1,461,039,280 consisting of 146,103,928 equity shares of INR 10 each
Equity share capital/ total voting capital of the TC after the said acquisition / sale	INR 1,461,039,280 consisting of 146,103,928 equity shares of INR 10 each
Total diluted share/voting capital of the TC after the said acquisition/sale	INR 1,461,039,280 consisting of 146,103,928 equity shares of INR 10 each

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/ voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Yours sincerely



Amy Tan Sze Ping
 Director
 On behalf of HWIC Asia Fund (Class A Shares)
 Place: Mauritius
 Date: August 1, 2019