



**Quess**

# QUESS CORP LIMITED

(Incorporated on September 19, 2007 in the Republic of India with limited liability with Corporate Identity Number (L74140KA2007PLC043909) under the Companies Act, 1956)  
**Registered & Corporate Office:** 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru 560 103, Karnataka, India. **Tel:** +91 80 6105 6000; **Fax:** +91 80 6105 6406;  
**Contact Person:** Sudershan Pallap, Company Secretary and Compliance Officer; **Email:** sudershan.p@quesscorp.com; **Website:** www.quesscorp.com

Issue of up to [\*] equity shares of face value ₹10 each (the "Equity Shares") of Quess Corp Limited (the "Company") at a price of ₹[\*] per Equity Share (the "Issue Price"), aggregating up to ₹11,500 million (the "Issue").

**PRICE BAND: ₹ 800 to ₹ 820 PER EQUITY SHARE OF FACE VALUE ₹ 10 EACH**  
**THE FLOOR PRICE IS 80 TIMES THE FACE VALUE AND CAP PRICE IS 82 TIMES THE FACE VALUE**

The Company, in consultation with Book Running Lead Managers has determined the Floor Price and Cap Price.  
ASBA Application by QIBs should be submitted within the Price Band

Each ASBA Application is required to be for such number of Equity Shares and at such price per Equity Share that the minimum Application Amount exceeds ₹ 200,000.

## ISSUE ONLY TO QUALIFIED INSTITUTIONAL BUYERS UNDER THE INSTITUTIONAL PLACEMENT PROGRAMME

The Issue is being made through the Institutional Placement Programme, wherein at least 25% of the aggregate number of Equity Shares to be Allotted in the Issue shall be Allocated and Allotted to Mutual Funds and Insurance Companies, subject to valid ASBA Applications (as defined hereinafter) being received at or above the Issue Price, provided that if this portion or any part thereof to be Allotted to Mutual Funds and Insurance Companies remains unsubscribed, such minimum portion or part thereof may be Allotted to other QIBs. QIBs may participate in this Issue only through an application supported by blocked amount ("ASBA") providing details about the ASBA Account (as defined hereinafter) which will be blocked by the Self Certified Syndicate Bank. For details, see "Issue Procedure" on page 213 of the red herring prospectus dated August 8, 2017 ("Red Herring Prospectus").

## ISSUE OPENS AND CLOSURES ON AUGUST 14, 2017\*

ASBA Applications and Revision Forms shall be accepted and uploaded from 10 a.m. to 5 p.m. IST

\* Investors should refer to the pre-Issue advertisement for further details. Investors are advised to read the above mentioned announcements together with the Red Herring Prospectus.

### PROMOTERS OF THE COMPANY: AJIT ISAAC AND THOMAS COOK (INDIA) LIMITED

Applicants should note that in case the DP ID, Client ID and PAN mentioned in the ASBA Application and entered into the electronic bidding system of the Stock Exchanges by the Syndicate/SCSBs do not match with the DP ID, Client ID and PAN available in the database of Depositories, the ASBA Application is liable to be rejected.

The Red Herring Prospectus has not been reviewed or approved by the Securities and Exchange Board of India (the "SEBI"), the Reserve Bank of India ("RBI"), National Stock Exchange of India Limited (the "NSE"), the BSE Limited (the "BSE", together with NSE, "Stock Exchanges") and is intended only for use by QIBs. A copy of the Red Herring Prospectus has been delivered to the Stock Exchanges and SEBI and registered with the Registrar of Companies, Bangalore (the "RoC"). The Red Herring Prospectus will only be circulated or distributed to QIBs, and will not constitute an offer to any other class of investors in India or any other jurisdiction.

**LISTING:** The Equity Shares of the Company are listed and traded on the BSE and the NSE. The Equity Shares offered in the Issue are securities of the Company of the same class and in all respects uniform as the Equity Shares listed and traded on the Stock Exchanges. In-principle approvals under Regulation 28 of the SEBI Listing Regulations for listing of the Equity Shares offered in the Issue have been received from the BSE and NSE on August 7, 2017. Applications will be made to the Stock Exchanges for obtaining listing and trading approvals for the Equity Shares offered through the Red Herring Prospectus. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed or reports contained herein. Admission of the Equity Shares offered in the Issue to trading on the Stock Exchanges should not be taken as an indication of the merits of the business of the Company or such Equity Shares.

**GENERAL RISK:** Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the SEBI, nor does the SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 41 of the Red Herring Prospectus.

#### BOOK RUNNING LEAD MANAGERS



**Axis Capital Limited**  
1st Floor, Axis House, C-2,  
Wadia International Centre, Pandurang  
Budhkar Marg, Worli, Mumbai 400 025  
Tel: +91 22 4325 2183  
Fax: +91 22 4325 3000  
Email: quess.ipp@axiscap.in  
Website: www.axiscapital.co.in  
Contact Person: Lohit Sharma  
SEBI Registration Number: INM000012029



**ICICI Securities Limited**  
ICICI Centre, H.T. Parekh Marg  
Churchgate, Mumbai 400 020  
Maharashtra, India  
Tel: +91 22 2288 2460  
Fax: +91 22 2282 6580  
E-mail: quess.ipp2017@icicisecurities.com  
Website: www.icicisecurities.com  
Contact Person: Anurag Byas  
SEBI Registration Number: INM00001179



**IIFL Holdings Limited\***  
10<sup>th</sup> Floor, IIFL Centre, Kamala City  
Senapati Bapat Marg, Lower Parel (West)  
Mumbai 400 013 Maharashtra, India  
Tel: +91 22 4646 4600  
Fax: +91 22 2493 1073  
E-mail: quess.ipp@iiflcap.com  
Website: www.iiflcap.com  
Contact Person: Sachin Kapoor and Kunur Bavishi  
SEBI Registration Number: INM000010940

#### REGISTRAR TO THE ISSUE



**Link Intime India Private Limited**  
C-101, 1st Floor, 247 Park, L.B.S. Marg  
Vikhroli (West), Mumbai 400 083  
Maharashtra, India  
Tel: +91 22 4918 6200  
Fax: +91 22 4918 6195  
Email: qc.ipp@linkintime.co.in  
Website: www.linkintime.co.in  
Contact Person: Shanti Gopalkrishnan  
SEBI Registration Number: INR000004058

#### COMPANY SECRETARY & COMPLIANCE OFFICER

**Mr. Sudershan Pallap**, 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru 560 103 Karnataka, India.  
Tel: +91 80 6105 6000; Fax: +91 80 6105 6406; Email: sudershan.p@quesscorp.com; Website : www.quesscorp.com

Applicants can contact the Company Secretary & Compliance Officer or the Registrar to the Issue in case of any pre or post-Issue related problems related to Allotment, credit of Allotted Equity Shares in the respective beneficiary account or unblocking of funds in the ASBA Accounts.

# Chandran Ratnaswami is a director on the board of the Company and IIFL Holdings Limited, Further, Fairfax Financial Holdings Limited indirectly holds equity shares of IIFL Holdings Limited and the Company. Hence, in compliance with the proviso to Regulation 21A(1) of the SEBI Merchant Bankers Regulations, read with the proviso to Regulation 5(3) of the SEBI Regulations, IIFL Holdings Limited will be involved only in marketing of the Issue

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects and other objects of our Company, please refer to the Memorandum of Association of our Company.

**LIABILITY OF MEMBERS OF OUR COMPANY:** Limited by shares.

**AMOUNT OF SHARE CAPITAL OF OUR COMPANY AND CAPITAL STRUCTURE:** As on the date of the RHP, the authorised share capital of our Company is ₹2,000,000,000 divided into 200,000,000 Equity Shares of ₹10 each. The issued, subscribed and paid-up capital of our Company before the Issue is ₹1,267,909,610 divided into 126,790,961 Equity Shares of ₹10 each.

**NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM:** Given below are the names of the signatories of the Memorandum of Association of our Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of our Company – Krishnan N – 5,000 Equity Shares and Hithendra KR - 5,000 Equity Shares.

**AVAILABILITY OF THE RED HERRING PROSPECTUS:** Investors are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein, before applying in the Issue. Full copy of the Red Herring Prospectus is available on the website of SEBI at www.sebi.gov.in, the websites of the NSE and the BSE i.e. www.nseindia.com and www.bseindia.com, website of the Company at www.quesscorp.com and the websites of the Book Running Lead Managers at www.axiscapital.co.in, www.icicisecurities.com and www.iiflcap.com.

**APPLICATION SUPPORTED BY BLOCKED AMOUNT AND AVAILABILITY OF ASBA APPLICATIONS:** QIBs may participate in this Issue only through the ASBA process providing details about the relevant ASBA Account, which will be blocked by SCSB as per the authority granted in the ASBA Application. The SCSB will undertake other tasks as per the specified procedure in the Red Herring Prospectus. Upon finalization of the Basis of Allocation, funds will be unblocked and the ASBA Accounts will be debited only to the extent required to be paid for Allotment of Equity Shares. ASBA Applications can be downloaded from the websites of the Stock Exchanges at www.nseindia.com and www.bseindia.com and the SCSB. ASBA Applications will be available with the SCSBs. BRLMs: Axis Capital Limited, Tel: +91 22 4325 2183; Fax: +91 22 4325 3000; ICICI Securities Limited, Tel: +91 22 2288 2460; Fax: +91 22 2282 6580; IIFL Holdings Limited, Tel: +91 22 4646 4600; Fax: +91 22 2493 1073; Syndicate Member: India Infoline Limited, Tel: +91 22 4249 9000, Fax: +91 22 2495 4313 and at the Registered Office of the Company. A list of the SCSBs is available on the website of SEBI at www.sebi.gov.in. For details about the ASBA process, please refer to the details given in the ASBA Application and the section titled "Issue Procedure" of the Red Herring Prospectus.

**Capitalised terms used herein and not specifically defined herein shall have the meaning given to such terms in the Red Herring Prospectus.**

#### CORRIGENDUM: NOTICE TO INVESTORS:

On page 229 of the Red Herring Prospectus, under the 'Issue Programme', the time period for accepting and uploading ASBA Applications and any revision in the ASBA Applications is inadvertently appearing as "between 10 a.m. (Indian Standard Time, "IST") and 4 p.m. IST" and should be read as "between 10 a.m. (Indian Standard Time, "IST") and 5 p.m. IST".  
The Red Herring Prospectus shall stand modified accordingly and the above change will be included in the Prospectus to be filed by the Company with the RoC.

This advertisement should be read in conjunction with the Red Herring Prospectus.

For **QUESS CORP LIMITED**

By Order of the Board

Sd/-

Company Secretary and Compliance Officer

Date : August 10, 2017  
Place : Bengaluru

**QUESS CORP LIMITED** is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make a public offer of its Equity Shares only to qualified institutional buyers by way of an institutional placement programme and has filed a Red Herring Prospectus with the RoC. The Red Herring Prospectus is available on the website of the Company at www.quesscorp.com, the website of SEBI at www.sebi.gov.in, the Stock Exchanges at www.nseindia.com and www.bseindia.com and the websites of the Book Running Lead Managers at www.axiscapital.co.in, www.icicisecurities.com and www.iiflcap.com. Investors should note that investment in Equity Shares involves a high degree of risk and for details relating to the same, see the section titled "Risk Factors" of the Red Herring Prospectus.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any other applicable state securities laws of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) within the United States only to persons who are reasonably believed to be qualified institutional buyers (as defined in Rule 144A under the U.S. Securities Act pursuant to Section 4(a)(2) or another available exemption from registration under the U.S. Securities Act; and (b) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. There will be no public offering of the Equity Shares in the United States.

CONCEPT

Size: 20x36cm