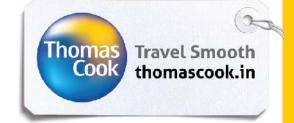
Thomas Cook (India) Ltd.

Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai - 400001

Board: +91-22-6160 3333 CIN: L63040MH1978PLC020717





1st March, 2018

The Manager, The Manager, Listing Department Listing Department

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra (E),

Mumbai – 400 001 Mumbai – 400 051

Scrip Code: 500413 Scrip Code: THOMASCOOK

NCD Scrip Code: 949099, 952673, 952674, NCD: THC10.52; Thomas Cook 9.37% 2018 SERIES 1,

952675 Thomas Cook 9.37% 2019 SERIES 2 Thomas Cook

**9.37% 2020 SERIES 3** Fax No.: 2659 8237/38

Dear Sir/ Madam,

Fax No.: 2272 2037/39/41/61

## <u>Sub: Outcome of Board Meeting in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</u>

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors in its meeting held on the even date *inter-alia* approved:

- i. The Thomas Cook Employees Stock Option Scheme 2018 Execom (ESOP 2018-Execom) and Thomas Cook Employees Stock Option Scheme 2018 Management (ESOP 2018- Management) (collectively referred to as "ESOP Schemes").
- ii. The Postal Ballot Notice for obtaining Shareholders approval for the proposed ESOP Schemes.

## The Disclosure pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September, 2015 for the issuance of securities under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr. No.	Name of the Scheme	ESOP 2018-Execom	ESOP 2018- Management
a.	Type of Securities proposed to be issued	Equity shares	Equity shares
b.	Type of Issuance	Employee Stock Options	Employee Stock Options
C.	Total number of securities proposed to be issued	1754458 options with a right to subscribe to 1754458 equity shares of Re. 1/- each of the Company subject to approval of the shareholders of the Company through postal ballot	3672000 options with a right to subscribe to 3672000 equity shares of Re. 1/- each of the Company subject to approval of the shareholders of the Company through postal ballot

Thomas Cook (India) Ltd. Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai - 400001 Board: +91-22-6160 3333

CIN: L63040MH1978PLC020717

A FAIRFAX Company



d.	Total amount for which the	Total amount for which the securities	Total amount for which the
	securities will be issued	will be issued will be the total	securities will be issued will be
		Exercise Price of all the vested	the approximate total exercise
		options, i.e. Re. 1 per option totaling	price of all the vested options,
		to approximately Rs. 17,54,458/-	i.e. 50% of the Market Price as
			defined under the SEBI
			Regulations.

In addition to the above, the following item was also discussed and approved:

## iii. Exploratory and Feasibility Study for Restructuring of group companies

The Board of Directors ("Board") of Thomas Cook (India) Limited ("Company") at its meeting held today have given their consent to the management to explore the possibility of an internal corporate restructuring exercise that would (i) enable the Company to focus on travel related business, (ii) give the shareholders direct exposure and shareholding in the business of Quess Corp Limited; and (iii) enhance the stakeholders' value ("Proposed Restructuring").

No decision in respect of the Proposed Restructuring has currently been taken and there is a need to examine the specifics of the proposal. After the completion of the exploratory exercise, the details of the proposal in relation to the Proposed Restructuring shall be tabled by the management before the Board of Directors for their deliberation and consideration for the purpose of seeking their approval to the specific terms of such Proposed Restructuring.

The meeting commenced at 16.30 and concluded at 17:30.

This is for your information and records.

Thank you, Yours faithfully, for Thomas Cook (India) Limited

Amit J. Parekh Company Secretary and Compliance Officer