

Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400 001
Tel.: +91-22-6160 3333
Fax No.: +91-22-2287 1069



Travel Smooth
thomascook.in

A **FAIRFAX** Company

28th December, 2017

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 500413
NCCPRS Scrip Code: 715022
NCD Scrip Code: 949099, 952673, 952674, 952675

The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No.C/1
G Block, Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip Code: THOMASCOOK
NCCPRS Scrip Code: Thomas Cook CRNCPS
8.50% 2022
NCD:THC10.52; Thomas Cook 9.37% 2018
SERIES 1; Thomas Cook 9.37% 2019 SERIES 2;
Thomas Cook 9.37% 2020 SERIES 3
Fax No.: 2659 8237/38

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

Sub: Submission of information pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

We are enclosing herewith an intimation received from Quess Corp Limited, pursuant to the Board Meeting of Quess Corp Limited held on 27th December, 2017.

This is for your information and records.

Thank you,

Yours faithfully
For **Thomas Cook (India) Limited**


Amit J. Parekh
Company Secretary & Compliance Officer

Encl.: a/a

Dated: December 27, 2017

To
Mr. Amit J Parekh,
Company Secretary & Compliance Officer,
Thomas Cook (India) Limited,
Thomas Cook Building, Dr. D.N. Road,
Fort, Mumbai-400001.

Dear Sir,

Sub: **Outcome of the Board Meeting held on December 27, 2017.**

This is to inform you that the Board of Directors at its meeting held today i.e. December 27, 2017, (commenced at 3 p.m. and concluded at 4.15 p.m.) considered, *interalia*, approved the following:

- a) In accordance with the Scheme of Arrangement between Manipal Integrated Services Private Limited ("Transferor Company") and Quess Corp Limited ("Transferee Company"), its respective shareholders and creditors for demerger of Identified Business (comprising (i) Facility Management Business & (ii) Catering Business) of Transferor Company into Transferee Company ("Demerger Scheme"), duly approved by the Hon'ble National Company Law Tribunal, Bengaluru Bench vide Order dated November 30, 2017, the Transferee Company has made allotment of 7149263 Equity Shares of Rs.10/- each to the Shareholders of Transferor Company whose names were appearing in the register of members as on the record date i.e. December 20, 2017.

The shareholders of the Transferor Company as on the record date have been issued and allotted 165 (One hundred and Sixty Five) fully paid up Equity Shares of Rs. 10/- (Rupees Ten) each in the Transferee Company, for every 280 (Two hundred and Eighty) fully paid-up Equity Shares of Rs. 10/- (Rupees Ten) each held by them in the Transferor Company as on the said record date.

Following the issuance and allotment of shares as hereinabove, summary of shareholding pattern of the Quess Corp Limited (Transferee Company) will be as follows:

Category	No. of equity shares of Rs.10/- each	% to paid up capital
<u>Promoters & Promoter group</u>		
Thomas Cook (India) Limited	71323496	49.02%
Ajit Isaac	17585960	12.09%
Net Resources Investments Private Limited	15365824	10.56%
<u>Public</u>		
Public shareholders	41208898	28.33%
Total	145484178	100.00%



- b) As part of the aforesaid Demerger Scheme and definitive agreements entered with the Transferor Company, Transferee Company i.e. Quess Corp Limited acquired the following two subsidiaries of Transferor Company.
1. 60% equity in Golden Star Facilities and Services Private Limited ("GSFS"),
 2. 100% equity in Master Staffing Solutions Private Limited
- c) Approved additional acquisition of 10% equity in GSFS, by way of transfer from the existing shareholder(s) of GSFS for an amount upto Rs. 5 Crores.

This is for your information.

Thanking you,

Yours faithfully,
for **Quess Corp Limited**


(**Sudershan Pallap**)

Vice President & Company Secretary



Encl: Stock Exchange Notification

December 27, 2017

The Secretary,
BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001.

The Vice President – Listing
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex,
MUMBAI – 400 051.

Dear Sir / Madam,

Sub: Outcome of the Board Meeting held on December 27, 2017.

This is to inform you that the Board of Directors at its meeting held today i.e. December 27, 2017, (commenced at 3 p.m. and concluded at 4.15 p.m.) considered, *interalia*, approved the following:

- a) In accordance with the Scheme of Arrangement between Manipal Integrated Services Private Limited ("Transferor Company") and Quess Corp Limited ("Transferee Company"), its respective shareholders and creditors for demerger of Identified Business (comprising (i) Facility Management Business & (ii) Catering Business) of Transferor Company into Transferee Company ("Demerger Scheme"), duly approved by the Hon'ble National Company Law Tribunal, Bengaluru Bench vide Order dated November 30, 2017, the Transferee Company has made allotment of 7149263 Equity Shares of Rs.10/- each to the Shareholders of Transferor Company whose names were appearing in the register of members as on the record date i.e. December 20, 2017.

The shareholders of the Transferor Company as on the record date have been issued and allotted 165 (One hundred and Sixty Five) fully paid up Equity Shares of Rs. 10/- (Rupees Ten) each in the Transferee Company, for every 280 (Two hundred and Eighty) fully paid-up Equity Shares of Rs. 10/- (Rupees Ten) each held by them in the Transferor Company as on the said record date.

Following the issuance and allotment of shares as hereinabove, summary of shareholding pattern of the Quess Corp Limited (Transferee Company) will be as follows:

Category	No. of equity shares of Rs.10/- each	% to paid up capital
Promoters & Promoter group		
Thomas Cook (India) Limited	71323496	49.02%
Ajit Isaac	17585960	12.09%
Net Resources Investments Private Limited	15365824	10.56%
Public		
Public shareholders	41208898	28.33%
Total	145484178	100.00%




- 2 -

- b) As part of the aforesaid Demerger Scheme and definitive agreements entered with the Transferor Company, Transferee Company i.e. Quess Corp Limited acquired the following two subsidiaries of Transferor Company.
1. 60% equity in Golden Star Facilities and Services Private Limited ("GSFS"),
 2. 100% equity in Master Staffing Solutions Private Limited
- c) Approved additional acquisition of 10% equity in GSFS, by way of transfer from the existing shareholder(s) of GSFS for an amount upto Rs. 5 Crores.

We request you to take the above on record.

Thanking you,

Yours faithfully,
for **Quess Corp Limited**


(Sudeshan Pallap)
Vice President & Company Secretary

