

Thomas Cook (India) Ltd.

Registered Office: Thomas Cook Building,
Dr. D. N. Road, Fort, Mumbai - 400 001.

CIN: L63040MH1978PLC020717

A FAIRFAX Company



2nd August, 2019

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 500413

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

Dear Sir/ Madam,

Sub: Notice of the Extra Ordinary General Meeting of the Members of the Company.

Ref: Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (LODR).

This is to inform you that the Extra Ordinary General Meeting ('EGM') of the Company is scheduled to be held on Wednesday, 4th September, 2019 at 5.00 p.m. or immediately on conclusion of NCLT Convened Meeting on the Even date at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020.

Further, we wish to intimate that, pursuant to the provisions of Regulation 30 and other applicable provisions of SEBI (LODR) Regulations, 2015, the copy of notice along with the explanatory statement of the Extra Ordinary General Meeting (EGM) is enclosed herewith for reference.

This is for your information and records.

Thank you,
Yours faithfully,
For **Thomas Cook (India) Limited**

Amit J. Parekh
Company Secretary and Compliance Officer

Encl.: a/a



THOMAS COOK (INDIA) LIMITED

(CIN: L63040MH1978PLC020717)

Registered office: Thomas Cook Building, Dr D. N. Road, Fort, Mumbai 400 001, Maharashtra, India

Tel: +91-22-4242 7000 Fax: +91-22-2302 2864

Email: sharedept@in.thomascook.com Website: www.thomascook.in

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF THOMAS COOK (INDIA) LIMITED WILL BE HELD ON WEDNESDAY, 4TH SEPTEMBER, 2019 AT 5:00 P.M. OR IMMEDIATELY ON CONCLUSION OF NCLT CONVENED MEETING ON THE EVEN DATE AT PAMA THADHANI AUDITORIUM, JAI HIND COLLEGE, 'A' ROAD, CHURCHGATE, MUMBAI – 400 020 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

To consider and, if thought fit, to approve with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 52, 55 and 66 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, Regulation 7 of the SEBI (Share Based Employee Benefits) Regulations, 2014 ("**SEBI ESOP Regulations**") and rules made under the Companies Act, 2013 as applicable and in force, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with circulars issued thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s) consents, sanctions and permissions of BSE, NSE, SEBI, Reserve Bank of India, Central Government, other concerned regulatory authorities and the sanction of the NCLT, Mumbai and/or such other appropriate authority/ies, as may be applicable, consent of the Company be and is hereby accorded for the amendment of the Employee Stock Option Plan (s)/ Scheme (s) [**ESOP Plan (s)/ Scheme(s)**] as detailed below in accordance with terms of the Composite Scheme of Arrangement and Amalgamation ("**Composite Scheme**") amongst Thomas Cook (India) Limited and Travel Corporation (India) Limited and TC Travel Services Limited and TC Forex Services Limited and SOTC Travel Management Private Limited and Qess Corp Limited and their respective shareholders, and in particular Clause 38 thereof which inter-alia provides for the following:

1. As on 5 Business Days prior to the Effective Date of the Composite Scheme, all Employee Stock Options (ESOPs) which have not been granted under the (i) Thomas Cook Employees Stock Option Plan 2007 and (ii) Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012, shall lapse automatically.
2. Company shall for the purposes of exercising Outstanding ESOPs as mentioned in **Schedule 3** of the Composite Scheme set up an employee benefit trust (**ESOP Trust**) for the benefit of relevant employees.
3. On or after Effective Date but before the Record Date fixed for the purpose (i) all Outstanding ESOPs shall stand accelerated in accordance with the terms of the respective ESOP Schemes (ii) Company shall grant an interest free loan to the ESOP Trust to enable the ESOP Trust to pay, the price (determined as per the Income Tax Act, 1961) towards the exercise of Outstanding ESOPs, (iii) the ESOP Trust shall immediately on receipt of the loan, pay the entire amount of the loan to the Company as payment of the price towards Outstanding ESOPs, (iv) Company shall allot its equity shares to the ESOP Trust against the Outstanding ESOPs, and (v) the ESOP Schemes shall be subsumed under the ESOP Trust.
4. If the ESOP Trust is a shareholder of the Company as on Record Date fixed for the purpose, upon the Composite Scheme becoming effective, Qess Corp Limited shall issue and allot its equity shares to the ESOP Trust as per the Share Entitlement Ratio and in accordance with Clause 32 (Consideration) of the Composite Scheme.
5. Once equity shares have been issued to the ESOP Trust, the relevant employees whose Outstanding ESOPs were vested prior to the acceleration, shall be entitled to the equity shares of the Company and Qess Corp Limited held by the ESOP Trust, only on payment of the exercise price to the ESOP Trust as set out in the applicable ESOP Schemes. The relevant employees whose Outstanding ESOPs were not vested prior to the acceleration, shall on completion of the remaining vesting period as per the applicable ESOP Schemes, be entitled to the equity shares of the Company and Qess Corp Limited held by the ESOP Trust, only on payment of the exercise price to the ESOP Trust, as set out in the applicable ESOP Schemes. The ESOP Trust shall use the exercise price paid by the relevant employee to repay the ESOP Loan to the Company. The above mentioned mechanism should be deemed to be amendment to this existing ESOP Schemes.
6. Relevant employees will be entitled to the equity shares of Qess Corp Limited based on the Share Entitlement Ratio as mentioned in Clause 32 of the Composite Scheme, based on the shares of Thomas Cook (India) Limited received by them.

RESOLVED FURTHER that pursuant to the provisions of Section 67 of the Companies Act, 2013, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, the SEBI ESOP Regulations, consent of the members of the Company be and is hereby accorded to the Company to provide an interest free loan that could be upto the amount as envisaged above to be paid to the ESOP Trust to enable the ESOP Trust to subscribe to equity shares of the Company upon exercise of the Outstanding Options.

RESOLVED FURTHER THAT, if the aforesaid proposed transaction(s) is/are construed as related party transaction(s) under any applicable law(s), then consent of the members be and is hereby accorded to the said transaction(s), without being required to seek any further consent or approval from members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT, for giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to aforementioned purpose, to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as it may deem fit, with power to settle all questions, difficulties that may arise in this regard as it may in its discretion deem fit in best interest of the Company."

By Order of the Board of Directors
For Thomas Cook (India) Limited

Madhavan Menon
Chairman and Managing Director
DIN: 00008542

Dated this 1st August, 2019 at Mumbai

Registered Office:

THOMAS COOK (INDIA) LIMITED

CIN: L63040MH1978PLC020717

Registered Office: Thomas Cook Building,

Dr D. N. Road, Fort, Mumbai 400 001,

Maharashtra, India

Notes:

NOTES AND INSTRUCTIONS:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ("EGM") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXIES NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, PROXY FORMS DULY COMPLETE IN ALL RESPECTS, SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE EGM IS ENCLOSED.**

A person can act as a proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent (10%) of the total paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.

2. Statement setting out material facts (Explanatory Statement) pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Businesses as set out in the Notice is annexed hereto.
3. Members / proxies / authorized representative(s) attending the meeting are requested to bring with them the Attendance Slip enclosed herewith duly filled in and signed and handover the same at the entrance of the hall along with the proof of identity.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 as well as the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company and at the EGM.
5. Route Map to the venue of the meeting is provided on the back side of the Attendance slip.
6. During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours at the registered office of the Company, provided that a requisition for the same from a member is received in writing not less than 3 days before the commencement of the meeting.
7. All the documents referred to in the accompanying notice and statement setting of material fact (explanatory statement) are open for inspection at the Registered Office of the Company during the business hours on all working days except Saturdays, Sundays and Public Holidays between 11.00 a.m. to 1.00 p.m. upto the date of EGM and will also be available at the meeting.
8. Corporate members intending to send their authorized representative(s) to attend the EGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signature(s) authorizing their representative(s) to attend and vote on their behalf at the EGM.
9. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

10. SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN) and complete Bank account details. Accordingly, all the members holding shares in physical form are requested to submit their details of PAN of all the holders along with a photocopy of both sides of the PAN card, duly attested and details of bank account, to the Registrar and Share Transfer Agent of the Company. The members holding shares in electronic form are requested to register their PAN and complete bank details with their respective Depository Participants.
11. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent, TSR Darashaw Consultants Private Limited for assistance in this regard. Members may also refer to the Frequently Asked Questions ('FAQs') which are made available on the Company's website at the following link: https://resources.thomascook.in/downloads/Frequently_asked_questions_on_DematerialisationRematerialisation.pdf
12. **As a part of the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held in electronic form and with TSRDL in case the shares are held in physical form.**
13. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended, the Notice of EGM, Attendance Slip, Proxy Form are being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form), unless any member has requested for a physical copy of the same. For members whose email ids are not registered, physical copies of the Notice of EGM, Attendance Slip, Proxy Form are being sent by permitted mode.
14. Members may also note that the Notice of EGM is available on the Company's website at www.thomascook.in. The Notice of EGM is also available on the website of CDSL at www.evotingindia.com
15. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to cast their votes either for or against resolutions set forth in the Notice of the EGM using electronic voting system from a place other than the venue of the EGM ('remote e-voting'), provided by Central Depository Services (India) Limited (CDSL) and the business may be transacted through such voting.

The process and manner for remote e-voting are as under:

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on Shareholders.

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

After entering these details appropriately, click on "SUBMIT" tab.

Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for Thomas Cook (India) Limited i.e. **190731008** in order to cast your vote.

On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

16. The remote e-voting period commences on Sunday, September 1, 2019 (9.00 a.m. IST) and ends on Tuesday, September 3, 2019 (5.00 p.m. IST). The e-voting module shall be disabled by CDSL for voting thereafter. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (record date) of Wednesday, August 28, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast vote again.
17. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, August 28, 2019
18. Any person, who acquires equity shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may cast their votes by sending request for remote e-voting. The shareholders can send in their request at helpdesk.evoting@cdsl.com and obtain the Login ID and Password. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details /Password" option available on www.evotingindia.com or contact CDSL at toll free no.: 1800225533
19. In case of any queries/grievances pertaining to e-voting, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or may contact Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, 'A' Wing, 25th Floor, Marathon FutureX, Mafatlal Mills Compounds, N.M. Joshi Marg, Lower Parel (E), Mumbai – 400013 at the designated email ID: helpdesk.evoting@cdslindia.com or at telephone no. 1800225533. Alternatively, members may also write to Mr. Amit J. Parekh, Company Secretary and Compliance Officer at the email id: sharedept@in.thomascook.com. The Chairperson shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of " e-voting" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility. Members who have cast their vote by remote e-voting prior to the EGM may attend the meeting but shall not be entitled to cast their vote again at the EGM.
20. Mr. P. N. Parikh (Membership No. FCS: 327) and failing him Mr. Mitesh Dhabliwala (Membership No. FCS: 8331) of M/s. Parikh and Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process and votes to be cast at the EGM venue in a fair and transparent manner.
21. The Scrutinizer shall after the conclusion of voting at the EGM, would first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or any director duly authorized by the Board who shall countersign the Scrutinizer's Report. The result shall be declared by the Chairperson or a person as authorized by him in writing.

22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.thomascook.in and on the website of CDSL immediately after the declaration of results by the Chairperson or a person authorized by him in writing. The Result would be communicated to the BSE Limited and the National Stock Exchange of India Limited. The result will also be displayed on the Notice board of the Company at its registered office and the corporate office.

A STATEMENT SETTING OUT THE FOLLOWING MATERIAL FACTS CONCERNING ITEM OF SPECIAL BUSINESS TO BE TRANSACTED AT THIS EXTRAORDINARY GENERAL MEETING PURSUANT TO THE REQUIREMENTS OF SECTION 102 OF THE COMPANIES ACT, 2013

1. AMENDMENT TO EMPLOYEE STOCK OPTION SCHEMES / PLANS MENTIONED IN SCHEDULE 3 OF THE COMPOSITE SCHEME

- a) On the Composite Scheme becoming effective, Employee Stock Option Plans / Schemes as mentioned in Schedule 3 of the Composite Scheme will be dealt in accordance with Clause 38 of the Composite Scheme. Hence it is necessary to amend the said ESOP Plans as mentioned in Schedule 3 of the Composite Scheme in accordance with the said Scheme. Clause 38 of the Composite Scheme *inter alia* provides for the following –
- That As on 5 Business Days prior to the Effective Date, all ESOPs which have not been granted under the (i) Thomas Cook Employees Stock Option Plan 2007 and (ii) Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012, shall lapse automatically without any further act, instrument or deed by TCIL, or its employees and without any approval or acknowledgment of any third party.
 - With respect to the outstanding ESOPs as referred to in **Schedule 3 ("Outstanding ESOPs")** of the Composite Scheme as on 5 Business Days prior to the Effective Date, TCIL shall, for the exercise of the Outstanding ESOPs, set up an employee benefit trust ("**ESOP Trust**") for the benefit of the relevant grantees of such Outstanding ESOPs ("**Relevant Employees**") (as approved by the Nomination & Remuneration Committee and as defined in each of the respective ESOP Schemes mentioned in **Schedule 3**), for the sole purpose of implementing the provisions of this Clause. Further, the Outstanding ESOPs as referred to in **Schedule 3** shall be reduced by any equity shares allotted pursuant to exercise of options that are exercised between March 31, 2018 and 5 Business Days before the Effective Date
 - On or after the Effective Date but before the Record Date 2, (i) all Outstanding ESOPs shall stand accelerated in accordance with the terms of the respective ESOP Schemes ("**Acceleration**"), (ii) TCIL shall, as per Section 67 of the Act, Rule 16 of Companies (Share Capital and Debenture) Rules, 2014, SEBI (Share Based Employee Benefits) Regulations 2014 ("**SEBI ESOP Regulations**") and other applicable provisions of the Act, SEBI ESOP Regulations and rules, regulations, circulars and notifications framed thereunder, grant an interest free loan ("**ESOP Loan**") to the ESOP Trust to enable the ESOP Trust to pay, the price (determined as per the Income Tax Act, 1961) towards the exercise of Outstanding ESOPs, (iii) the ESOP Trust shall immediately on receipt of the ESOP Loan, pay the entire amount of the ESOP Loan to TCIL as payment of the price towards Outstanding ESOPs, (iv) TCIL shall allot equity shares of TCIL to the ESOP Trust against the Outstanding ESOPs, and (v) the ESOP Schemes shall be subsumed under the ESOP Trust
 - If the ESOP Trust is a shareholder of TCIL as on the Record Date fixed for the purpose, upon coming into effect of the Composite Scheme, Qess shall issue and allot equity shares to the ESOP Trust as per the Share Entitlement Ratio and in accordance with Clause 32 (Consideration) of the Composite Scheme. The equity shares issued and allotted by Qess to the ESOP Trust, in terms of Clause 38.4, shall be subject to the provisions of the Memorandum and Articles of Association of Qess and shall rank *pari passu* in all respects with the then existing equity shares of Qess
 - Once equity shares have been issued to the ESOP Trust as per the above Clause, the Relevant Employees whose Outstanding ESOPs were vested prior to the Acceleration, shall be entitled to the equity shares of TCIL and Qess held by the ESOP Trust, only on payment of the exercise price to the ESOP Trust as set out in the applicable ESOP Schemes. The Relevant Employees whose Outstanding ESOPs were not vested prior to the Acceleration, shall on completion of the remaining vesting period as per the applicable ESOP Schemes, be entitled to the equity shares of TCIL and Qess held by the ESOP Trust, only on payment of the exercise price to the ESOP Trust, as set out in the applicable ESOP Schemes. The ESOP Trust shall use the exercise price paid by the Relevant Employee to repay the ESOP Loan to TCIL. The above should be deemed to be amendment to ESOP Schemes
 - It is further clarified that each of the Relevant Employee will be entitled to the equity shares of Qess based on the Share Entitlement Ratio as mentioned in Clause 32 of the Composite Scheme, based on TCIL shares received by them
 - It is clarified that subject to Applicable Law(s), consent to the Composite Scheme by the shareholders of TCIL and also the approval being sanctioned for this item shall be deemed to be approval for (i) the amendment to the ESOP Schemes; (ii) setting up of the ESOP Trust; (iii) grant and repayment of the ESOP Loan; and (iv) the implementation of the ESOP Schemes and the exercise of the Outstanding ESOPs as per the requirements of the Act, SEBI ESOP Regulations or any other Applicable Law(s). As such, while no separate approval of the shareholders of the Company would be required in this connection under any Applicable Law, this resolution is being placed before the shareholders as a matter of good corporate governance.
- b) It may be noted that the amendments to the ESOP Schemes are not prejudicial to the interest of the employees.

Your Directors recommend passing of this Special Resolution in the interest of the Company.

Disclosures required under the Companies (Share Capital and Debentures) Rules, 2014:

(a) the class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares:

The ESOP Loan is proposed to be provided to the ESOP Trust to be formed for the benefit of holders of outstanding options as described above.

(b) the particulars of the trustee or employees in whose favour such shares are to be registered:

Pursuant to Clause 38 of the Composite Scheme, shares are proposed to be allotted to "THOMAS COOK (INDIA) LIMITED EMPLOYEES BENEFIT TRUST" (ESOP TRUST) for the benefit of the holders of outstanding options.

(c) the particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

Upon sanction of the Composite Scheme, and in accordance with Clause 38 of the said Scheme, the "THOMAS COOK (INDIA) LIMITED EMPLOYEES BENEFIT TRUST" will be created and the Company will appoint trustees etc. in accordance with the requirements of the relevant laws and regulations. The details of the Trustees will be disclosed in the Annual Report of the Company for the relevant year.

(d) any interest of key managerial personnel, directors or promoters in the ESOP Schemes or ESOP Trust and effect thereof:

None of the Promoters, Directors, Key Managerial Persons of the Company or any relatives of such Director or Key Managerial Persons shall be considered to be concerned or interested in the proposed Special Resolution except to the extent that they have been granted options under the ESOP Schemes and to the extent of their shareholding in the Company.

(e) the detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:

Holders of the outstanding options will be entitled to all the rights and corporate action benefits that may accrue to them upon implementation of the Composite Scheme as detailed in Clause 38 of the Composite Scheme.

(f) the details about who would exercise and how the voting rights in respect of the shares to be subscribed under the scheme would be exercised:

In line with the requirements of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, neither the ESOP Trust nor any of its trustees shall exercise voting rights in respect of the shares of the Company held by the ESOP Trust.

By Order of the Board of Directors
For Thomas Cook (India) Limited

Madhavan Menon
Chairman and Managing Director
DIN: 00008542

Dated this 1st day of August, 2019

THOMAS COOK (INDIA) LIMITED

CIN: L63040MH1978PLC020717

Registered Office: Thomas Cook Building,

Dr D. N. Road, Fort,

Mumbai 400 001, Maharashtra, India



THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building, Dr. D.N. Road, Fort, Mumbai – 400 001
Phone: +91-22-4242 7000 Fax: +91-22-2302 2864 CIN: L63040MH1978PLC020717
Website: www.thomascook.in E-mail id: sharedept@in.thomascook.com

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING ON WEDNESDAY, 4TH SEPTEMBER, 2019
at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020

(To be presented at the entrance)

Transit Folio	Sr. No.
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I/ We hereby record my / our presence at the **Extra Ordinary General Meeting** of Thomas Cook (India) Limited held on Wednesday, 4th September, 2019 at 5.00 P.M. or Immediately on Conclusion of NCLT Convened Meeting on the Even date at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020.

Folio No. _____ /DP ID No.* _____ & Client ID No.* _____

(*Applicable for members holding Shares in electronic form)

Name of the Member(s) : _____ Shares: _____

Name of the Proxy holder(s) / Authorised Representative : _____

Signature: _____ Signature: _____

1. Only Member/ Proxy holder / Authorised Representative can attend the Meeting.
2. Member(s) / Proxy holder / Authorised Representative should bring their copies of the Notice for reference at the Meeting.
3. Members are requested to bring this attendance slip along with them as duplicate slips will not be issued at the venue of the meeting.

PROXY FORM-MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Folio No. _____ /DP ID No.* _____ & Client ID No.* _____

(*Applicable for members holding Shares in electronic form)

Name : _____ Address : _____

(IN BLOCK CAPITAL)

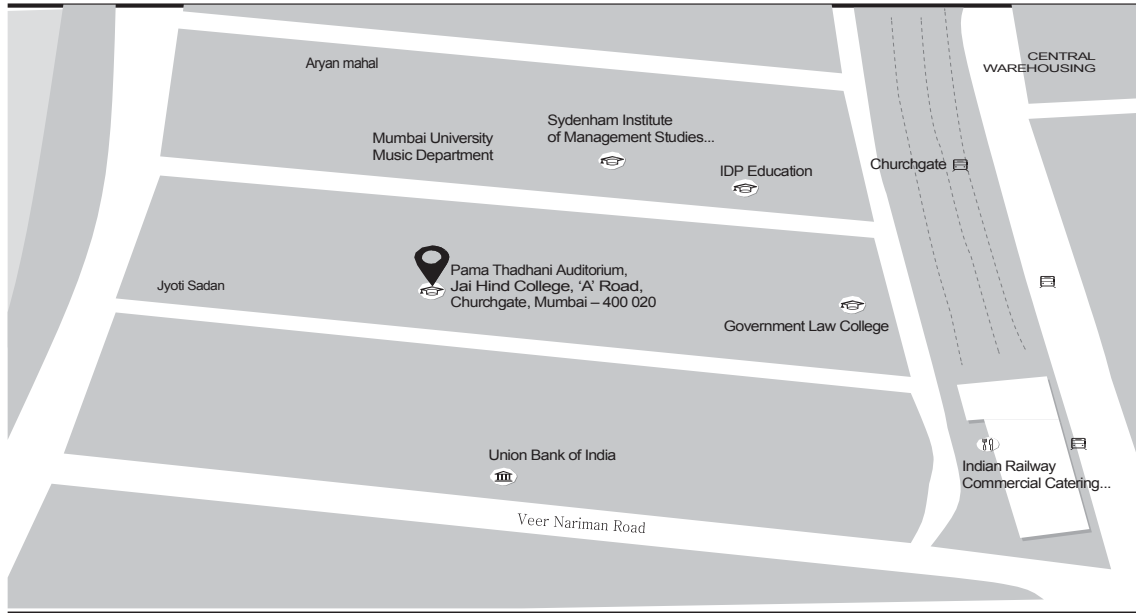
Email ID: _____

I/we being the member(s) of _____ shares of the above named company, hereby appoint

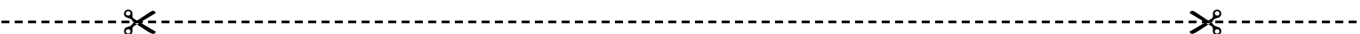
1. Name	2. Name	3. Name
Address:	Address:	Address:
Email ID:	Email ID:	Email ID:
Signature:	Signature:	Signature:
or Failing him/her	or Failing him/her	

as my / our proxy to attend and vote (on poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on Wednesday 4th September, 2019 at 5.00 P.M. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of the resolution as indicated below:

ROUTE MAP



Pama Thadhani Auditorium,
Jai Hind College, 'A' Road, Churchgate,
Mumbai – 400 020



Resolution No.	Resolution(s)	Optional*	
		For	Against
Business			
1.	Amendments to the Employee Stock Option Schemes / Plans mentioned in Schedule 3 of the Composite Scheme		

Signed this _____ day of _____ 2019

Signature of Member(s) _____

Signature of Proxy Holder(s) _____

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- For the resolutions, statements setting out material facts, notes and instructions please refer to the notice of ExtraOrdinary General Meeting.
- *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of members and proxies in the above box before submission.

Affix
Revenue
Stamp
Re. 1