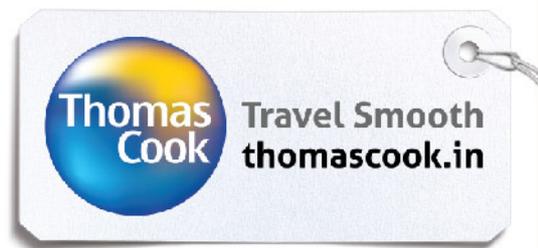


Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717
A FAIRFAX Company



25th November, 2019

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

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

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

Fax No.: 2659 8237/38

Dear Sir/ Madam,

Ref: Composite Scheme of Arrangement and Amalgamation amongst TC Forex Services Limited and Travel Corporation (India) Limited and TC Travel Services Limited and SOTC Travel Management Private Limited and Thomas Cook (India) Limited and Qness Corp Limited and their respective shareholders ("the Scheme")

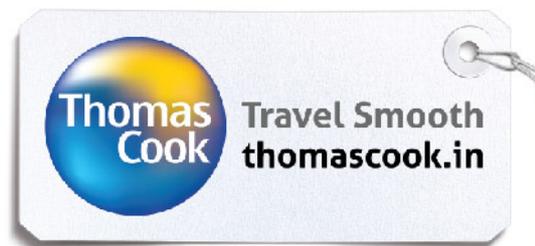
Sub: Outcome of Board meeting held on 25th November, 2019 - Disclosure under Regulation 30 and 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

With reference to the captioned subject, we hereby inform that the Board of Directors of the Company at its Meeting held on the even date has, *inter alia*, transacted the following businesses:

1. Noted the Certified copy of the Order dated 10th October, 2019 passed by Hon'ble NCLT Mumbai bench sanctioning the Scheme received by the Company.
2. Noted the Certified copy of the Order dated 7th November, 2019 passed by Hon'ble NCLT Bengaluru bench sanctioning the Scheme received by Qness Corp Limited.
3. Noted the Appointed Date of the Scheme as 1st April, 2019, as approved by the Hon'ble NCLT Mumbai and the Hon'ble NCLT Bengaluru.
4. Noted 25th November, 2019 as the Effective Date of the Scheme, on which date, Orders passed by both the NCLTs were filed with the respective jurisdictional Registrar of Companies by all the Companies involved in the Scheme.

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5. In accordance with the Scheme, Board has approved the allotment of 7356122 shares under Thomas Cook Employees Stock Option Plan 2007 ("TCIL ESOP 2007"), Thomas Cook Employee Stock Option Plan, 2013, Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012 ("SHRIL ESOS 2012"), Thomas Cook Employee Stock option Scheme 2018 - Execom, Thomas Cook Employee Stock Option Scheme 2018 - Management, to the Thomas Cook (India) Limited Employee Trust ('ESOP Trust').

Necessary applications for listing of shares allotted to ESOP Trust will be submitted to the exchanges shortly.

6. In pursuance of Clause 38 of the Scheme and approval of the authorised signatories dated 25th November, 2019 issued in accordance to the powers delegated to them by the Board of Directors vide resolution dated 23rd April, 2018, 19th December, 2018 and 3rd October, 2019, and the approval of the Equity Share Holders of the Company granted at the Extra Ordinary General Meeting held on 4th September, 2019, the Company granted an interest free loan ("ESOP Loan") up to an amount of Rs. 1,10,50,00,000/- (Rupees One Hundred and Ten Crore and Fifty Lakhs Only) to the Thomas Cook India Limited Employee Trust ('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.
7. In accordance with Regulation 42 of the Listing Regulations, the Board has fixed 6th December, 2019 as the Record Date, for the purpose of determining the shareholders of Thomas Cook (India) Limited, who shall be entitled to receive the equity shares of Quess Corp Limited as per the share entitlement ratio mentioned under Clause 32.1 of the Composite Scheme.

In accordance with the Scheme, Quess Corp Limited will issue and allot to those shareholders whose names appears as a member(s) in the records of the depositories / register of members of the Company, on the Record Date, 1889 fully paid-up equity shares of Rs. 10 each of Quess Corp Limited for every 10,000 fully paid-up equity shares of Re. 1 each, held by such member in the Company.

We request you to kindly take the above on record.

The same is also being uploaded on the website of the Company at www.thomascook.in

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

Amit J. Parekh
Company Secretary and Compliance Officer