

Thomas Cook (India) Ltd.
A Wing, 11th Floor, Marathon Futurex
N. M. Joshi Marg, Lower Parel
Mumbai 400 013
Board No.: +91-22-4242 7000
Fax No. : +91-22-2302 2864



A FAIRFAX Company

26th March, 2018

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

NCD Scrip Code: 949099, 952673, 952674,
952675

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

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

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

Dear Sir/ Madam,

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

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

- i. Acquisition of 100% equity shares of SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited) from SOTC Travel Limited (formerly known as SOTC Travel Private Limited), a wholly owned subsidiary of the Company. The details pursuant to the said acquisition as mentioned in Regulation 30 of the Listing Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 are enclosed as Annexure I.
- ii. Acquisition of 100% equity shares of TC Travel and Services Limited from TC Tours Limited (formerly known as Thomas Cook Tours Limited), a wholly owned subsidiary of the Company. The details pursuant to the said acquisition as mentioned in Regulation 30 of the Listing Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 are enclosed as Annexure I.

The meeting commenced at 16.15 and concluded at 17:00.

This is for your information and records.

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


Amit J. Parekh
Company Secretary and Compliance Officer

Holidays | Foreign Exchange | Business Travel | Visas | Insurance

Corporate Office : A Wing, 11th Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai - 400 013.

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

Email id: enquiry@in.thomascook.com CIN No.: L63040MH1978PLC020717

www.thomascook.in

Annexure I

The Disclosure pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 under Regulation 30 of the Listing Regulations.

Sr. No.	Particulars	Details of Target Company	
		SOTC Travel Management Private Limited	TC Travel and Services Limited
a)	Name of the target entity, details in brief such as size, turnover etc.;	SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited) (SOTC Management). The turnover of the Company is Nil as on 31st March, 2017. The Company is yet to start its business operations.	TC Travel and Services Limited (TC Travel). The turnover of the Company is Rs. 8,71,02,829 (Income from Services) as on 31st March, 2017.
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	Yes the acquisition would fall under related party transaction. The acquisition of SOTC Management is from SOTC Travel Limited (formerly known as SOTC Travel Private Limited), which is a wholly owned subsidiary of the Company. The said transaction is at arm's length basis. None of the promoter/ promoter group/ group companies has any interest in the entity being acquired.	Yes the acquisition would fall under related party transaction. The acquisition of TC Travel is from TC Tours Limited (formerly known as Thomas Cook Tours Limited) which is a wholly owned subsidiary of the Company. The said transaction is at arm's length basis. None of the promoter/ promoter group/ group companies have any interest in the entity being acquired.
c)	Industry to which the entity being acquired belongs;	The Company is in service industry (Travel and travel related services)	The Company is in service industry (Travel and travel related services)
d)	Objects and Effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	As part of internal restructuring for exercising direct control	As part of internal restructuring for exercising direct control

Handwritten signatures and initials in blue ink.

e)	Brief details of any governmental or regulatory approvals required for the acquisition	No	No
f)	Indicative time period for completion of the acquisition;	By end of April 2018	By end of April 2018
g)	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash consideration	Cash consideration
h)	Cost of acquisition or the price at which the shares are acquired	Rs. 1,00,000 (Rupees One Lakh Only)	Rs.3,00,00,000 (Rupees Three Crore Only)
i)	Percentage of shareholding / control acquired and / or number of shares acquired	100% of shareholding	100% of shareholding
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Line of business: To carry on the business as Travel Agents and Tour operators and Booking and reserving accommodation, seats berths for passenger</p> <p>Date of Incorporation: 20/04/2001</p> <p>Turnover 2015: Nil Turnover 2016: Nil Turnover 2017: Nil</p> <p>Country : India</p>	<p>Line of business: TC Travel is engaged in the business of Ticketing, Travel and Travel Related business;</p> <p>Date of Incorporation: 25/10/2008</p> <p>Turnover 2015: Rs.9,52,16,544 (Income from Services) Turnover 2016: Rs. 11,00,80,329 (Income from Services) Turnover 2017: Rs. 8,71,02,829 (Income from Services)</p> <p>Country : India</p>

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