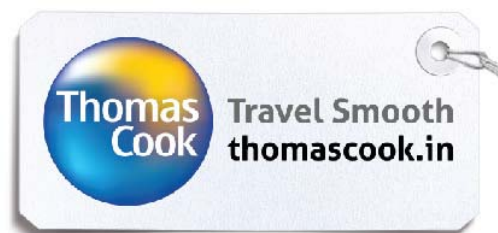


Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717

A FAIRFAX Company



BSE Limited
Listing Department
1st Floor, New Trading Ring
Rotunda Bldg., P. J. Towers
Dalal Street, Fort
Mumbai – 400 001.
Scrip Code: **500413**

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051.
Symbol: **THOMASCOOK**

Dear Sir / Madam,

Intimation of outcome of Board meeting under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“SEBI Listing Regulations”)

Further to our letter dated 17th February 2021, we wish to inform you that the Board of Directors of the Company (the “Board”), at its meeting held today, has, *inter alia*, approved the following:

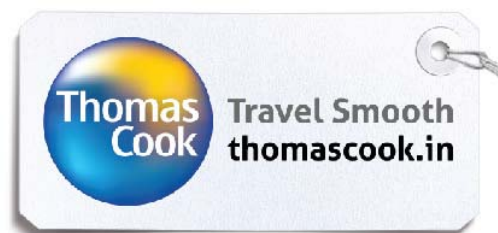
1. Issuance of up to 45,00,00,000 Optionally Convertible Cumulative Redeemable Preference Shares of face value of ₹ 10/- each (“OCCRPS”) to Fairbridge Capital (Mauritius) Limited, the Promoter of the Company, through private placement on a preferential basis (“Preferential Issue”), in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as amended, and other applicable laws, at a price of ₹ 10 /- per OCCRPS aggregating upto ₹ 450 crore (Rupees Four Hundred and Fifty crore only), subject to the approval of regulatory/ statutory authorities (including the Reserve Bank of India) and the shareholders of the Company at the forthcoming Extraordinary General Meeting. The information in connection with the Preferential Issue pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed as **Annexure-IA** to this letter.
2. As a result of the proposed issue, the Board approved the increase in the Authorised Preference Share Capital from ₹ 250,00,00,000 to ₹ 500,00,00,000 and consequential changes to the Capital Clause of the Memorandum of Association of the Company. The information in relation to the revised proposed authorised capital of the Company is enclosed as **Annexure – IB** to this letter.
3. Further, for the purpose of giving effect to the above issuance of OCCRPS, the Board has authorized a committee to decide on various matters related to issuance of such OCCRPS, including, *inter alia*, convening the extraordinary general meeting and approving the notice and explanatory statement.

The meeting of the Board commenced at 05.00 P.M. and concluded at 05.35 P.M.

This disclosure is made in terms of the requirement under Regulation 30 of the SEBI Listing Regulations.

Yours faithfully,
For Thomas Cook (India) Limited

Amit J. Parekh
Company Secretary and Compliance Officer
20th February 2021



Annexure IA

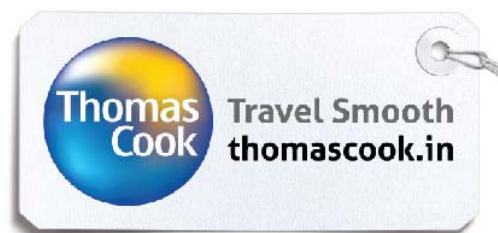
Details regarding Preferential Issue

The size of the issue and number of preference shares to be issued and nominal value of each share	Upto 45,00,00,000 Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 10/- each issued at price of ₹ 10/- Preference Share aggregating upto ₹ 450,00,00,000/- (Rupees Four Hundred and Fifty Crore only)
Type of issuance	Preferential issue
Kinds of securities offered	Cumulative, Non-Participating, Optionally Convertible, Redeemable preference shares
Name of Investor	Fairbridge Capital (Mauritius) Limited
The price at which security is being offered	Optionally Convertible Cumulative Redeemable Preference Shares at an issue price of ₹ 10 /- (Rupees Ten only)
In case of convertibles – intimation on conversion of securities or on lapse of tenure of the instrument	Not exceeding 7 years from the date of allotment. OCCRPS shall be converted into equity shares at the option of the Company within a period of 18 months from the date of allotment at a price determined as per applicable regulations
Date of allotment	To be decided post shareholders' approval

Post allotment of securities – Outcome of subscription

Pre-preferential Issue As on 31 December, 2020			Post-Allotment of OCCRPS pursuant to the Preferential Issue	
	No. of shares	Percentage holding	No. of shares	Percentage holding
Equity shares	24,81,53,725	65.60	24,81,53,725	65.60
Preference shares	0	0	45,00,00,000	100

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Annexure IB

Details regarding proposed Authorised Share Capital

Particulars of Authorised Capital (Pre & Post approval of shareholders)

Particulars of Capital	Existing share capital (₹)	Proposed share capital (₹)
Equity Share Capital 1,97,93,00,000 equity shares of ₹ 1/- each	1,97,93,00,000	1,97,93,00,000
Preference Share Capital Existing: 25,00,00,000 preference shares of ₹ 10/- each	2,50,00,00,000	
Proposed: 50,00,00,000 preference shares of ₹ 10/- each		5,00,00,00,000
TOTAL	4,47,93,00,000	6,97,93,00,000