

1. Details of the Scheme sanctioned and share exchange ratio:

In pursuance of the Order of Hon'ble High Court, Bombay, dated 2nd July, 2015 sanctioning the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited (SHRIL) and Thomas Cook Insurance Services (India) Limited (TCISIL) and Thomas Cook (India) Limited (TCIL) and their respective shareholders and creditors (Scheme), wherein the time share and resort business division and undertaking of SHRIL would be Demerged to TCISIL and the residual business of SHRIL would be Amalgamated with TCIL.

In consideration of the aforesaid demerger and amalgamation, the shareholders of SHRIL shall be entitled to the shares of TCIL in the ratio of:

(i) 116 equity shares of Re. 1/- each of the Company for every 100 equity shares of Rs. 10/- each held in SHRIL in consideration of the Demerger of time share and resort business division and undertaking of SHRIL to TCISIL; and

(ii) 4 equity shares of Re. 1/- each of the Company for every 100 equity shares of Rs. 10/- each held in SHRIL for Amalgamation of residual business of SHRIL with TCIL and that the effective date of the Scheme is 18th August, 2015.

2. Extracts of the Composite Scheme of Arrangement and Amalgamation with respect to Fractional entitlements:

12 CONSOLIDATION OF FRACTION ENTITLEMENT

12.1 Fractional entitlements, if any, by TCIL, to the equity shareholders of SHRIL at the time of issue and allotment of equity shares under Clause 5.1 and Clause 8.1 above shall be consolidated.

12.2 If as a result of consolidation of the fractional entitlement one whole share can be issued to the shareholder then TCIL shall issue the same to the shareholders of SHRIL. Balance fraction entitlement, if any shall be dealt with as mentioned in Clause 12.3 below.

12.3 In respect of all the balance fractional entitlements, after giving effect to Clause 12.1 and Clause 12.2 above, at the time of issue and allotment of equity shares the Board of Directors of TCIL shall consolidate all fractional entitlements, and allot equity shares in lieu thereof to a Director or such other authorized representative(s) as the Board of Directors of TCIL shall appoint in this behalf, who shall hold the equity shares issued in TCIL, in trust on behalf of the equity shareholders entitled to fractional entitlements with the express understanding that such director(s) or other authorized representative(s) shall sell the same in the market at such time or times and at such price or prices and to such person or persons, as it/he/they may deem fit, and pay to TCIL, the net sale proceeds thereof, whereupon TCIL shall distribute such net sale proceeds (after deduction of applicable taxes), to the equity shareholders in proportion to their respective fractional entitlements. The Board of Directors of TCIL, if it deems necessary, in the interests of allottees, approve such other method in this behalf as it may, in its absolute discretion, deem fit.