

THOMAS COOK (INDIA) LIMITED

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



POSTAL BALLOT

Notice pursuant to Section 192A of the Companies Act, 1956

To the Members of the Company,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, ("Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("**Postal Ballot Rules**"), that the Company is seeking the Members' consent to pass the proposed Special Resolution for approval of: Authority for making Investments/ Advancing Loans/ Giving Guarantees notwithstanding the limits prescribed under Section 372A of the Act.

Accordingly, the said Resolution alongwith the Explanatory Statement are being sent to you along with a Postal Ballot Form for your consideration.

The Board has appointed Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner.

The Board has appointed Mr. Madhavan Menon, Managing Director and Mr. R. R. Kenkare, President & Head – Legal & Company Secretary, of the Company as the persons responsible for the entire Postal Ballot process.

Documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 pm and 5.00 pm on all working days (except Saturdays, Sundays and Public Holidays) up to the date of announcement of result of Postal Ballot.

E-Voting option: In compliance with Clause 35B of the Listing Agreement and Section 192A of the Companies Act, 1956, the Company is pleased to provide an option to the members holding shares in demat form and in physical form, to vote on the postal ballot by way of electronic voting / e-voting to enable members to cast their vote electronically. Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase members' participation in the decision-making process.

The Company has appointed National Securities Depositories Limited (NSDL) to provide e-voting facility to its members. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In case the member has exercised the vote in physical as well as electronic mode, the valid vote by physical mode only will be considered.

You are requested to carefully read the e-voting instructions attached alongwith the Postal Ballot Form, before casting your vote on e-voting. URL: <https://www.evoting.nsdl.com>.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed (no other form or photocopy thereof is permitted), in case of physical voting, in the attached self addressed business reply envelope (if posted in India) so as to reach the Scrutinizer or cast the votes by electronic mode, as applicable, not later than **6.00 p.m. on Monday, 24th March, 2014**. Upon completion of the scrutiny of the forms/e-voting, the Scrutinizer shall submit his report to the Company.

The Chairman or the Managing Director of the Company or any person authorised by the Board of Directors of the Company will announce the result of the postal ballot **on Friday, 28th March, 2014**, at the Registered Office of the Company at Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai – 400 001, besides being communicated to the stock exchanges on which the Company's equity shares are listed. The results will also be published in the newspaper circulating in the district in which the Registered Office of the Company is located and will be displayed on the web-site of the Company at www.thomascook.in, for the information of the Members. The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolution.

Accordingly, this Notice is hereby given to the Members of the Company, for seeking the approval of the members by way of Postal Ballot, for the following Special Resolution, together with the Explanatory Statement as required under Section 102 of the Companies Act, 2013 setting out the material facts and reasons for the Resolution, along with a Postal Ballot Form for your consideration:

1. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** for granting authority for making investments/ advancing loans/ giving guarantees notwithstanding the limits prescribed under Section 372A of the Companies Act, 1956.:

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of the Company pursuant to the provisions of Section 372A and other applicable provisions of the Companies Act, 1956, as amended from time to time, including any statutory re-enactments thereof ("**Act**"), if any, and subject to all such other consents, sanctions and approvals as may be necessary, to give a guarantee on behalf of Thomas Cook Insurance Services (India) Limited ("**TCISIL**"), a wholly owned subsidiary of the Company, that the Company will: (A) provide sufficient funds to TCISIL in order to enable TCISIL to perform its obligations under the Share Purchase Agreement dated February 7, 2014 with Bay Capital Investments Limited, India Discovery Fund Limited, Bay Capital Investment Manager Private Limited, Sidharth Shankar and Dhanlakshmi S., Sterling Holiday Resorts (India) Limited ("**Sterling**"), the Company and TCISIL ("**Share Purchase Agreement**"); (B) be fully responsible and liable for any non-performance of the obligations of TCISIL under the Share Purchase Agreement and shall indemnify the parties to the Share Purchase Agreement, in the manner provided in the Share Purchase Agreement, in the event TCISIL fails to honor any of its duties and obligations under the Share Purchase Agreement; and (C) acquire up to 1,80,07,677 equity shares of Sterling at a price of Rs. 98 per equity share as per the terms of the Share Purchase Agreement, in the event TCISIL does not purchase such shares under the Share Purchase Agreement; the monetary limits of which may be in excess of the limits prescribed under Section 372A of the Act, notwithstanding that the aggregate so far of all the loans made, guarantees given or securities provided, and/or securities so far acquired or to be acquired in any body corporate may exceed the limits prescribed under section 372A of the Act;

RESOLVED FURTHER THAT the aforesaid guarantee be given or acquisition be made, by the Company out of the share capital, internal accruals, loans or debts raised and / or to be raised / issued by the Company, including but not limited to the issuance of compulsorily convertible preference shares by the Company to its parent company, being Fairbridge Capital (Mauritius) Limited and such other means;

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the time and manner of such guarantee and such investment, the actual sums to be provided thereunder within the above sanctioned limits and to do all such acts, deeds, matters and things arising out of or incidental to the provision of such guarantee and the undertaking of the investment, and to finalise, settle and execute such documents, deeds, writings, papers, agreements including transfer deeds and purchase and escrow agreements, as may be required, for the said purpose, and complete the transaction with such modification(s) as may be required by any of the concerned authority(ies) and to do all such acts, deeds, matters and things as may in its absolute discretion deem necessary, fit, proper or desirable to give effect to the foregoing resolutions;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of Directors or the Chairman or the Managing Director of the Company with a power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

Registered Office:

Thomas Cook Building,
Dr. D. N. Road, Fort,
Mumbai – 400 001

By Order of the Board

R. R. Kenkare

President & Head – Legal & Company Secretary

Place: Mumbai

Date: 7th February, 2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

The Company has entered into a Share Purchase Agreement dated February 7, 2014 with Bay Capital Investments Limited, India Discovery Fund Limited, Bay Capital Investment Manager Private Limited, Sidharth Shankar and Dhanlakshmi S. (the "**Sellers**"), Sterling, the Company and TCISIL ("**Share Purchase Agreement**") pursuant to which Thomas Cook Insurance Services (India) Limited, the wholly owned subsidiary of the Company ("**TCISIL**") proposes to purchase up to 1,80,07,677 equity shares of Sterling from the Sellers at a price of Rs. 98 per equity share. The Company, as the parent company of TCISIL, is required to give a guarantee on behalf of TCISIL that: (A) the Company will provide sufficient funds to TCISIL in order to enable TCISIL to perform its obligations under the Share Purchase Agreement; (B) subject to receipt of relevant statutory approvals, the Company shall be fully responsible and liable for any non-performance of its obligations by TCISIL and shall indemnify the parties to the Share Purchase Agreement in the manner provided in the Share Purchase Agreement, in the event TCISIL fails to honor any of its duties and obligations under the Share Purchase Agreement; and (C) acquire up to 1,80,07,677 equity shares of Sterling at a price of Rs. 98 per equity share as per the terms of the Share Purchase Agreement, in the event TCISIL does not purchase such shares under the Share Purchase Agreement.

It is proposed that the aggregate consideration for acquisition of the equity shares in Sterling should not exceed Rs. 1,764,752,346 (Rupees one thousand seven hundred and sixty four million, seven hundred and fifty two thousand and three hundred and forty six only).

The Company proposes to fund this investment out of its share capital, internal accruals, and funds brought in from foreign sources, including but not limited to the issuance of compulsorily convertible preference shares by the Company to Fairbridge Capital (Mauritius) Limited, its parent company.

None of the Directors, Key Management Personnel of the Company or their relatives is concerned or interested in passing of the aforesaid Resolution.

The Board of Directors accordingly recommends the passing of the **Special Resolution** set out at Item No. 1 of this accompanying Postal Ballot Notice.

Registered Office:

**Thomas Cook Building,
Dr. D. N. Road, Fort,
Mumbai – 400 001**

By Order of the Board

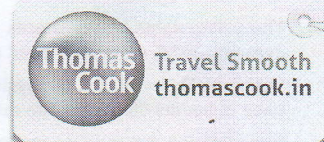
R. R. Kenkare
President & Head – Legal & Company Secretary

Place: Mumbai

Date: 7th February, 2014

THOMAS COOK (INDIA) LIMITED

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



POSTAL BALLOT FORM

1. Name & Registered Address
of the sole/ first named
Member/ Beneficial Owner:

2. Name(s) of the joint holder(s)
(if any):

3. Registered Folio No./
Client ID/ DP ID No.*:
*(Applicable to Members holding
shares in dematerialised form)

4. Number of shares held:

5. E-voting event number (EVEN):

6. User ID:

7. Password:

I/We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 7th February, 2014 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below. **(Tick in both boxes will render the ballot invalid)**

Item No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution: Authority for making Investments/ Advancing Loans/ Giving Guarantees notwithstanding the limits prescribed under Section 372A of the Companies Act, 1956.			

Place:

Date:

(Signature of the Member/
Beneficial Owner/Power of
Attorney holder/ Authorised
representative)

LAST DATE FOR RECEIPT OF POSTAL BALLOT FORM: MONDAY 24TH MARCH, 2014

Note: Please read carefully the instructions printed overleaf before exercising this form or e-voting.

(P.T.O)

INSTRUCTIONS

1. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/ beneficial owners as on 31st January, 2014. A member need not use all his/her votes or cast his/ her votes in the same way.
2. Voting by Postal Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from 23rd February, 2014, and ends on 24th March, 2014 at 6.00 p.m.
4. The result of the voting on the resolution will be declared at the Registered Office of the Company on Friday, 28th March, 2014.
5. **Shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the valid vote by physical mode only will be considered.**
6. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
7. Any query in relation to the resolution proposed to be passed by Postal Ballot may be sent to: sharedept@in.thomascook.com or write to the Company Secretary at the Registered Office of the Company.

Instructions for Voting by Physical Postal Ballot Form

8. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed business reply envelope. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
9. The self-addressed business reply envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
10. The Postal Ballot Form should be signed by the Shareholder. In case shares are jointly held, the Postal Ballot Form should be completed and signed (as per specimen signature registered/recorded with the Registrar /Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
11. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form.
12. The consent must be accorded by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (✓) in the appropriate column. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
13. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instructions no. 10 and 11 above) along with the Postal Ballot Form in the enclosed self-addressed business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
14. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
15. A member may request for a duplicate Postal Ballot Form, if so required, and the same, duly completed, should reach the scrutinizer not later than the last date for voting.
16. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
17. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on Monday, 24th March, 2014. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
18. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.

Instructions for Electronic Voting (e-Voting)

For shareholders who wish to cast their votes electronically instead of dispatching Postal Ballot Form, the procedure and instructions are as follows: **(E-VOTING IS OPTIONAL)**

19. (A) In case of Shareholders receiving e-mail from NSDL

- (i) For Members whose e-mail addresses have been registered: open the attached PDF file ["thomascook e-voting.pdf"] giving your Client ID or Folio No. as default password, which file contains your "User Id" and "Password for e-voting". For Members who have not registered their email ids: please refer to the user- id and password printed on the Postal Ballot Form.
- (ii) Please note that the password is an initial password.
- (iii) Open internet browser by typing the URL: <https://www.evoting.nsdl.com>.
- (iv) Click on "Shareholder" – "Login".
- (v) Put User Id and password as initial password as mentioned in step (i) above and Login.
- (vi) Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits/ characters or combination thereof.
- (vii) Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
- (viii) Select "EVEN" of Thomas Cook (India) Limited for casting your vote.
- (ix) Now you are ready for "e-voting" as "Cast Vote" page opens.
- (x) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorized to vote, to the Scrutinizer through email on tccookscrutinizer@tsrdarashaw.com with a copy marked to evoting@nsdl.co.in.
- (xii) In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
- (xiii) e-voting period commences on 23rd February, 2014 and ends on 24th March, 2014 at 6.00 pm. The e-voting module will be disabled by NSDL for voting thereafter.

(B) In case of Shareholders not receiving an email from NSDL but receiving Postal Ballot Form by Post:

- (i) Initial password is provided in the Postal Ballot Form.
- (ii) Follow the instructions from (iii) to (xiii) mentioned in item no 19(A) above for e-voting.

(C) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600.