

THOMAS COOK (INDIA) LIMITED

CIN: L63040MH1978PLC020717

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

e-mail: sharedept@in.thomascook.com website: www.thomascook.in

Tel No.: 022-6160 3333 Fax No.: 022-2287 1069



SUPPLEMENTAL CIRCULAR

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:

NOTE: Please read instructions given on the reverse carefully before voting electronically.

(P.T.O)

Dear Shareholders

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote through electronic means for the 37th Annual General Meeting (AGM) of the Company to be held on 30th May, 2014 for which Annual Report alongwith Notice has already been dispatched to you and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for **Electronic Voting** (e-voting) are as under:

(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 ["thomascok 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 this Circular.
- (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. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 cookscrutinizer@tsrdarashaw.com with a copy marked to evoting@nsdl.co.in.
- (xii) In case you are already registered with NSDL for e-voting, you can use your existing User ID and Password for casting your vote.
- (xiii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
- (xiv) e-voting period commences on 24th May, 2014 at 9.00 a.m. and ends on 26th May, 2014 at 6.00 p.m. The e-voting module will be disabled by NSDL for voting thereafter.

(B) In case of Shareholders not receiving an email from NSDL but receives physical copy of the Circular [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided in this Circular.
- (ii) Follow the instructions from (iii) to (xiv) mentioned in item no (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.

- II. The e-voting period commences on 24th May, 2014 (9:00 am) and ends on 26th May, 2014 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25th April, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Further, if you cast your vote electronically, you shall not vote by any other means, and if you do so, only the electronic vote shall be considered.

Contact details for grievance:

TSR DARASHAW PRIVATE LIMITED,
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi,
Mumbai – 400 011
Contact person: Mr. Deepak Tambe
Tel. No.: 022-66568484

- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th April, 2014.
- IV. Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries (Membership No. FCS-327) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VI. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.thomascok.in and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited/ National Stock Exchange of India Limited.
- VII. The notice of the meeting and this supplementary Circular are also available on the website of the Company at www.thomascok.in and of NSDL at www.evoting.nsdl.com.

By Order of the Board
For Thomas Cook (India) Limited

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