

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



A FAIRFAX Company

9th August, 2016

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 500413
NCRPS Scrip Code: 715022
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
NCRPS Scrip Code: Thomas Cook CRNCPS 8.50% 2022
NCD: THC10.52; Thomas Cook 9.37% 2018 SERIES 1,
Thomas Cook 9.37% 2019 SERIES 2 Thomas Cook 9.37%
2019 SERIES 3
Fax No.: 2659 8237/38

Dear Sir/ Madam,

Sub: Notice of Thirty – Ninth Annual General Meeting

Ref: Submission of information pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

The Thirty – Ninth Annual General Meeting of the Company is scheduled to be held on 2nd September, 2016 at 3.30 p.m. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020. The necessary business matters proposed to be passed at the meeting is stated in the Notice enclosed herewith.

Kindly acknowledge receipt of the same.

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

Amit J. Parekh
Company Secretary and Compliance Officer

Encl.: a/a

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



NOTICE

NOTICE is hereby given that the THIRTY-NINTH ANNUAL GENERAL MEETING OF THOMAS COOK (INDIA) LIMITED will be held at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020 on Friday, 2nd September, 2016 at 3.30 p.m. to transact the following business:

ORDINARY BUSINESS:

- 1 a. To receive, consider and adopt the standalone audited financial statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
- b. To receive, consider and adopt the consolidated audited financial statements for the financial year ended 31st March, 2016 together with the Report of Auditors thereon.
- 2 a. To declare Dividend on Compulsorily Convertible Preference Shares (CCPS) of ₹ 10/- each for the period 1st April, 2015 to 8th September, 2015 (upto the date of conversion).
- b. To declare Dividend on Non Convertible Cumulative Redeemable Preference Shares (NCCRPS) of ₹ 10/- each for the period 1st December, 2015 to 31st March, 2016 (from the date of allotment to financial year end).
- c. To declare Dividend on Equity Shares of ₹ 1/- each for the financial year ended 31st March, 2016.
- 3 To appoint a Director in place of Mr. Chandran Ratnaswami (DIN:00109215), who retires by rotation, and being eligible, offers himself for re-appointment.
- 4 **To re-appoint M/s Lovelock & Lewes, Chartered Accountants with Firm Registration No. 301056E as Statutory Auditors of the Company and to fix their remuneration:**

To re-appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Companies (Audit and Auditors) Rules, 2014 ('the Rules') (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) thereof, for the time being in force), M/s Lovelock & Lewes, Chartered Accountants with Firm Registration No. 301056E, the retiring Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and other relevant rules, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Next Annual General Meeting of the Company, on such remuneration as may be mutually agreed between the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

- 5 **Appointment of Mr. Sunil Mathur (DIN:00013239) as an Independent Director of the Company:**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules'), (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) thereof, for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Sunil Mathur (DIN:00013239), who was appointed as an Additional Non Executive Independent Director by the Board of Directors of the Company w.e.f. 23rd December, 2015 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who in terms of provisions of Section 161 of the Act holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years w.e.f. 23rd December, 2015 upto 22nd December, 2020 or till such earlier date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines;

RESOLVED FURTHER THAT, any Directors or the Company Secretary & Compliance Officer of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

- 6 **Appointment of Mr. Nilesh Vikamsey (DIN:00031213) as an Independent Director of the Company:**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules'), (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) thereof, for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Nilesh Vikamsey (DIN:00031213), who was appointed as an Additional Non Executive Independent Director by the Board of Directors of the Company w.e.f. 23rd December, 2015 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who in terms of provisions of Section 161 of the Act holds office up to the date of this Annual General Meeting and in respect of whom

the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years w.e.f. 23rd December, 2015 upto 22nd December, 2020 or till such earlier date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines;

RESOLVED FURTHER THAT, any Directors or the Company Secretary & Compliance Officer of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

7 Alteration of Objects Clause of Memorandum of Association of the Company:

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) read with the rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) thereof, for the time being in force), and such other approval(s) necessitated, if any, from various regulatory authority/(ies), consent of the members be and is hereby accorded to the alteration of Objects Clause of Memorandum of Association of the Company by deleting the existing Clause III(B)11 and in its place the following Clause be substituted:

Clause III(B)11

To register, form, incorporate, establish, set up, organize various types of trust including charitable trust, Non Government Organization (‘NGO’), HUF, firms or such other nature of entities, body corporate, in India or abroad or to subscribe, guarantee or contribute funds for any national, local, charitable, donation, philanthropy, benevolent, public object or to become a trustee/member of any type of trust, Non Government Organization (‘NGO’), HUF, firms or such other nature of entities, body corporate registered, incorporated, set up, established, organized in India or abroad for undertaking various activities, deeds, events, promotion, trade, fair, exhibition etc., including donations which may be classified, directly or indirectly as Corporate Social Responsibility (‘CSR’) activities in accordance with such applicable laws, regulations, rules, directions, guidelines including those issued by Ministry of Corporate Affairs and/or such other concerned regulatory authority/(ies), from time to time, to the extent applicable and on such terms, conditions, stipulations and modifications as may be prescribed imposed or suggested.

RESOLVED FURTHER THAT, for giving effect to this Resolution, the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution) be and is hereby authorised to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the alteration in Clause III (B) Objects

Incidental or Ancillary to the attainment of the Main Objects of the Memorandum of Association of the Company, and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in regard to such alteration as it may in its discretion deem fit in the best interest of the Company.”

Registered Office:

Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai 400 001
CIN: L63040MH1978PLC020717
Phone: +91-22-4242 7000
Fax: +91-22-2302 2856
Website: www.thomascook.in
E-mail: sharedept@in.thomascook.com

By Order of the Board

Amit J. Parekh
Company Secretary &
Compliance Officer
ACS – 13648

Mumbai
28th May, 2016

NOTES AND INSTRUCTIONS:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXIES NEED NOT BE MEMBERS. IN ORDER TO BE VALID, PROXY FORMS DULY COMPLETE IN ALL RESPECTS, SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding Fifty and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.

- Statement setting out material facts (Explanatory Statement) pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Businesses as set out in the Notice is annexed hereto.
- Members attending the meeting are requested to bring with them the Attendance Slip duly filled in and signed and handover the same at the entrance of the hall. Members are requested to bring their copies of Annual Report while attending the meeting.
- Nomination facility for shares is available for members. For members holding shares in physical form, the prescribed format can be obtained from the Company’s Registrar and Share Transfer Agents, M/s TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Indl. Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011. For members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Registered Office of the Company and at the AGM. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company and at the AGM.

6. Route Map to the venue of the meeting is provided at the end of the Notice.
7. During the period beginning Twenty-Four hours before the time fixed for the commencement of meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
8. All the documents referred to in the accompanying notice and statement setting of material fact (explanatory statement) are open for inspection at the Registered Office of the Company during the business hours on all working days except Saturdays, Sundays & Public Holidays between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available at the meeting.
9. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote at the AGM.
10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agents to facilitate better service:
 - (i) any change in their address / mandate / bank details
 - (ii) particulars of their bank account in case the same have not been sent earlier, and,
 - (iii) share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
12. SEBI has made it mandatory for every participant in the securities/ capital market to furnish the details of Income tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in electronic form are requested to register their PAN card with their respective Depository Participants.
13. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the Dividend Warrants as per the applicable regulations of the Depository. The Company will not act on any direct request from such members for change/ deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants immediately.
14. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Company's Registrar and Share Transfer Agents for assistance in this regard.
15. Members may please note that pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividend for the year 2008 and thereafter, which remains unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund established by the Central Government pursuant to Section 205C of the Companies Act, 1956, as and when the same falls due for such transfer. Members who have not encashed their dividend warrants for the year 2008 or thereafter are requested to write to the Company's Registrar and Share Transfer Agents.

All Unclaimed Dividend remaining unpaid/ unclaimed upto the financial year ended 31st December, 2007, has been transferred to IEPF and for the financial year ended 31st December, 2008 dividend for which was declared at the Annual General Meeting of the members held on 28th May, 2009 will be transferred by July, 2016 to the Investor Education and Protection Fund.

Members are requested to note that no claim shall lie against the Company or the said Fund in respect of any amounts which are unclaimed and unpaid for a period of seven years from the date that they first become due for payment and no payment shall be made in respect of any such claims.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. Register of Members and the Share Transfer Register of the Company will remain closed from Friday, 26th August, 2016 to Friday, 2nd September, 2016 (both days inclusive) for determining the names of members eligible for dividend on Shares if declared at the Meeting.
18. Dividend when declared, will be payable to those members of the Company, holding shares in physical form, whose names appear in the Register of Members of the Company on 2nd September, 2016 and to those members of the Company, holding shares in electronic form, whose names appear in the Benpos (Beneficiary Position) download of Thursday, 25th August, 2016.
19. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended, the Notice of AGM, Attendance Slip, Proxy Form and Annual Report are also being sent by email to those Members who have registered their email addresses with their DP (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email ids are not registered, physical copies of the Notice of AGM, Attendance Slip, Proxy Form and Annual Report are being sent by permitted mode (i.e. through registered or speed post or through courier).
20. Members may also note that the Notice of AGM and Annual Report will also be available on the Company's website www.thomascook.in.
21. The Certificate from the Statutory Auditors of the Company certifying that the Company's Employee Stock Option Scheme(s) are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended and in accordance with the resolutions passed by the Members, will be available for inspection by the Members at the AGM.
22. Brief resume of Directors proposed to be appointed/ re-appointed alongwith such other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and

Secretarial Standards on General Meetings (SS-2), are provided in the Corporate Governance Report which forms part of the Annual Report.

23. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to provide members facility to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by National Securities Depository Limited (NSDL) and the business may be transacted through such voting.

The process and manner for remote e-voting are as under:

(A) In case of members 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. The said file contains your "User Id" and "Password for E-Voting".
- 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. The Password Change Menu will appear on your screen. Change the password with the new password of your choice with minimum 8 digits/ characters or combination thereof. Please 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 which is 104442 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 tcocscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) In case a Member receives physical copy of the AGM Notice of Thomas Cook (India) Limited i.e. members whose email ids are not registered with the Company/Depository Participants(s) or have requested physical copy:

- (i) Initial password is provided in the enclosed attendance slip.
 - (ii) Follow the instructions from (iii) to (xi) mentioned in item no 23(A) above for e-voting.
 - (C) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password/PIN for casting your vote.
 - (D) 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 communication(s).
24. The remote e-voting period commences on Tuesday, 30th August, 2016 at 9:00 a.m. and ends on Thursday, 1st September, 2016 at 5:00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 26th August, 2016, may cast their vote electronically. The e-voting module will be disabled by NSDL for voting thereafter. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast vote again.
25. 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.
26. Any person, who acquires equity shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may cast their votes by sending request for remote e-voting. The shareholders can send in their request at evoting@nsdl.co.in and obtain the login ID and password. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at toll free no.: 1800-222-990.
27. Mr. P. N. Parikh of M/s. Parikh & Associates, Practising Company Secretaries (Membership No. FCS: 327) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and votes casted at the AGM venue in a fair and transparent manner.
28. In case of any queries/grievances pertaining to e-voting, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the downloads section of <http://www.evoting.nsdl.com>. or may contact on the NSDL toll free no.: 1800-222-990 or may contact to Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Limited, Trade World, A Wing, 4th and 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai – 400 013, Maharashtra at the designated email ids: evoting@nsdl.co.in or rajivr@nsdl.co.in or at telephone nos. (022) 24994 6000/ (022) 2499 4738 . Alternatively, Members may also write to Mr. Amit J. Parekh, Company Secretary & Compliance Officer at the email id: sharedept@in.thomascook.com. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
29. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.

30. The Scrutinizer shall after the conclusion of voting at the AGM, would first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person as authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
31. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.thomascook.in and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Results would be communicated to the BSE Limited and the National Stock Exchange of India Limited. The result will also displayed on the Notice board of the Company at its registered office.

Statement Setting out material facts (Explanatory Statement)

[Pursuant to Section 102(2) of the Companies Act, 2013]

The following explanatory statement sets out all material facts relating to Special Businesses of the accompanying Notice of the Annual General Meeting to be held on 2nd September, 2016:

Item No. 5: Appointment of Mr. Sunil Mathur as an Independent Director of the Company:

The Nomination & Remuneration Committee, at its meeting held on 23rd December, 2015, recommended the appointment of Mr. Sunil Mathur (DIN: 00013239) as an Additional Non Executive Independent Director for a term effective from 23rd December, 2015 upto the conclusion of the ensuing Annual General Meeting which was approved by the Board at its meeting of even date. The Company has received from Mr. Mathur (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended, to the effect that he is not disqualified to act as a Director under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Further, the Company has received notice from a member signifying his intention to propose appointment of Mr. Mathur for the office of Director along with the requisite deposit.

In the opinion of the Board, Mr. Mathur fulfils the conditions specified under the Companies Act, 2013 and Rules framed thereunder for appointment as an Independent Director and that the Director is independent of the management. He shall also not liable to retire by rotation. In compliance with provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Mathur as an Independent Director is now being placed before the Members for their approval to hold office for a period of five consecutive years with effect from 23rd December, 2015 upto 22nd December, 2020 or till such earlier date to conform with the Company's policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines.

A copy of the draft letter of appointment depicting the terms and conditions of appointment of Mr. Mathur, shall be open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on any working day, excluding Saturdays, Sundays & Public Holidays upto the date of the AGM and at the AGM.

The letter containing the terms and conditions of appointment of Independent Director is also available on the Company's website www.thomascook.in.

Except Mr. Mathur, being an appointee and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. Mr. Mathur holds nil shares in the Company.

The Board recommends the **Ordinary Resolution** as set out at Item No. 5 of the accompanying notice for approval by the members.

Item No. 6: Appointment of Mr. Nilesh Vikamsey as an Independent Director of the Company:

The Nomination & Remuneration Committee, at its meeting held on 23rd December, 2015, recommended the appointment of Mr. Nilesh Vikamsey (DIN: 00031213) as an Additional Non Executive Independent Director for a term effective from 23rd December, 2015 upto the conclusion of the ensuing Annual General Meeting which was approved by the Board at its meeting of even date. The Company has received from Mr. Vikamsey (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended, to the effect that he is not disqualified to act as a Director under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Further, the Company has received notice from a member signifying his intention to propose appointment of Mr. Vikamsey for the office of Director along with the requisite deposit.

In the opinion of the Board, Mr. Vikamsey fulfils the conditions specified under the Companies Act, 2013 and Rules framed thereunder for appointment as an Independent Director and that the Director is independent of the management. He shall also not liable to retire by rotation. In compliance with provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Vikamsey as an Independent Director is now being placed before the Members for their approval to hold office for a period of five consecutive years with effect from 23rd December, 2015 upto 22nd December, 2020 or till such earlier date to conform with the Company's policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines.

A copy of the draft letter of appointment depicting the terms and conditions of appointment of Mr. Vikamsey, shall be open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on any working day, excluding Saturdays, Sundays & Public Holidays upto the date of the AGM and at the AGM.

The letter containing the terms and conditions of appointment of Independent Director is also available on the Company's website www.thomascook.in.

Except Mr. Vikamsey, being an appointee and his relatives, none of the other Directors, Key Managerial Personnel or their respective

relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. Mr. Vikamsey holds nil shares in the Company.

The Board recommends the **Ordinary Resolution** as set out at Item No. 6 of the accompanying notice for approval by the members.

Item No. 7: Alteration of Objects Clause of Memorandum of Association of the Company:

In compliance with the provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder including clarification, circular, amendments, directions, guidelines issued by the authority/(ies) Government(s), the Company is required to spend, in every financial year, at least two per cent of the average net profits of the Company made during the three immediately preceding financial years in the various activities as mentioned in Schedule VII of the Companies Act, 2013 or such other notifications, circulars, directions and guidelines issued by the authorities time to time. The existing Clause III(B)11 of the Memorandum of Association of the Company enables the Company to undertake necessary activities under Corporate Social Responsibility (CSR). However, the Board of Directors of the Company intends to widen the existing clause to enable the Company to spend, donate, do acts of philanthropy, benevolence etc. in respect of Corporate Social Responsibility, either on its own or through any other entities which is specifically engaged in CSR activities.

It is thereby proposed to substitute the existing Clause III(B)11 with the clause stated in Item No. 7.

A copy of the Memorandum and Articles of Association depicting above proposed changes shall be open for inspection at the registered office of the Company during the business hours between 11.00 a.m. and 1.00 p.m. on all working days, excluding Saturdays, Sundays & Public Holidays upto the date of AGM and at the AGM.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the **Special Resolution** as set out at Item No. 7 of the accompanying notice for approval by the members.

Registered Office:

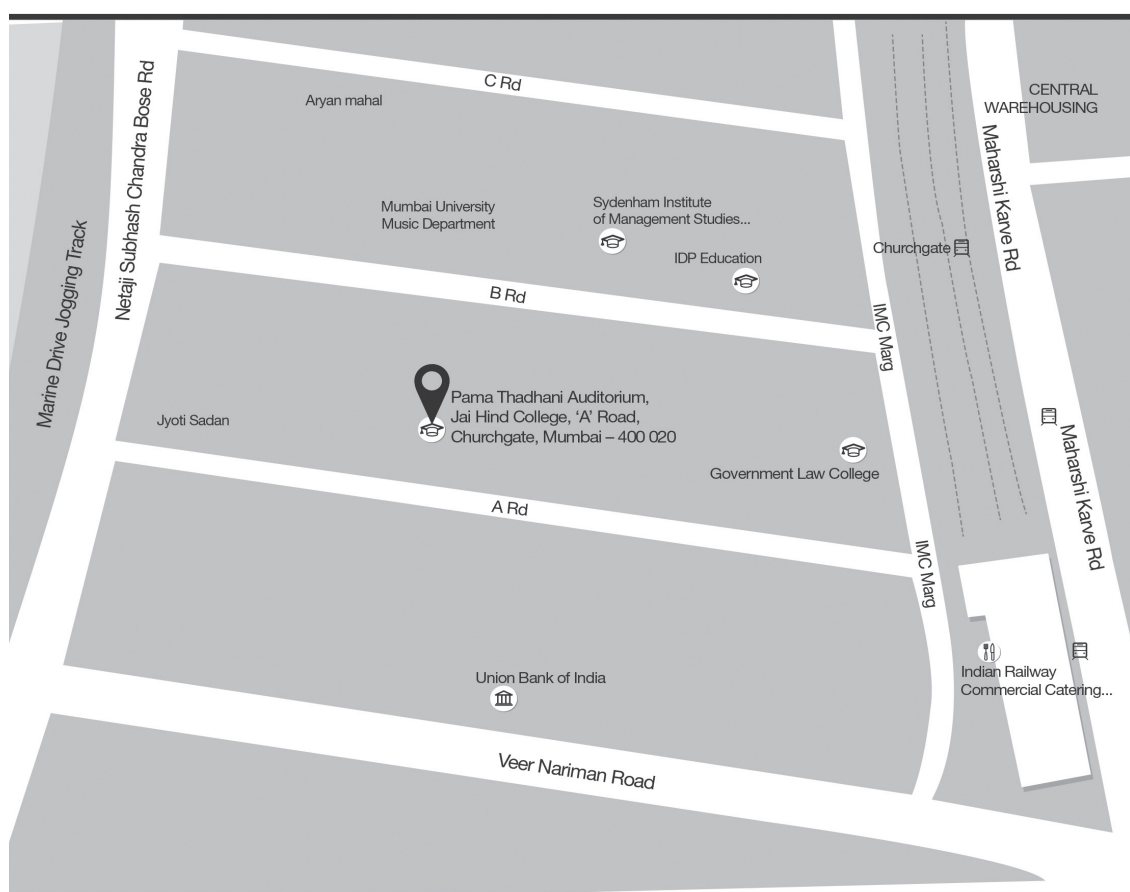
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai 400 001
CIN: L63040MH1978PLC020717
Phone: +91-22-4242 7000
Fax: +91-22-2302 2856
Website: www.thomascook.in
E-mail: sharedept@in.thomascook.com

By Order of the Board

Amit J. Parekh
Company Secretary &
Compliance Officer
ACS – 13648

Mumbai
28th May, 2016

ROUTE MAP



AGM Venue : Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020
Prominent Landmark : Government Law College

THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building, Dr. D N Road, Fort, Mumbai – 400 001
Phone: +91-22-4242 7000 | Fax: +91-22-2302 2856 | CIN: L63040MH1978PLC020717
Website: www.thomascook.in | E-mail id: shareddept@in.thomascook.com



PROXY FORM MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Folio No. _____ /DP ID No.* _____ & Client ID No.* _____

(*Applicable for members holding shares in electronic form)

Name : _____ Address : _____

(IN BLOCK CAPITAL)

Email id: _____

I/We being the member(s) holding _____ shares of the above named Company, hereby appoint

1. Name	2. Name	3. Name
Address	Address	Address
Email id	Email id	Email id
Signature....., or Failing him/her	Signature....., or Failing him/her	Signature.....

as my / our proxy to attend and vote (on poll) for me / us and on my / our behalf at the THIRTY-NINTH ANNUAL GENERAL MEETING of the Company to be held on Friday, 2nd September, 2016 at 3:30 p.m. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional	
		For	Against
Ordinary Business			
1.	a. To receive, consider and adopt the standalone audited financial statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon		
	b. To receive, consider and adopt the consolidated audited financial statements for the financial year ended 31st March, 2016 together with the Report of Auditors thereon		
2.	a. To declare Dividend on Compulsorily Convertible Preference Shares (CCPS) of ₹ 10/- each for the period 1st April, 2015 to 8th September, 2015 (upto the date of conversion)		
	b. To declare Dividend on Non Convertible Cumulative Redeemable Preference Shares (NCCRPS) of ₹10/- each for the period 1st December, 2015 to 31st March, 2016 (from the date of allotment to financial year end)		
	c. To declare Dividend on Equity Shares of ₹ 1/- each for the financial year ended 31st March, 2016		
3.	To appoint a Director in place of Mr. Chandran Ratnaswami (DIN:00109215), who retires by rotation, and being eligible, offers himself for re-appointment		
4.	To re-appoint M/s Lovelock & Lewes, Chartered Accountants with Firm Registration No. 301056E as Statutory Auditors of the Company and to fix their remuneration		
Special Business			
5.	Appointment of Mr. Sunil Mathur (DIN:00013239) as an Independent Director of the Company		
6.	Appointment of Mr. Nilesh Vikamsey (DIN:00031213) as an Independent Director of the Company		
7.	Alteration of Objects Clause of Memorandum of Association of the Company		

Signed this _____ day of _____ 2016

Affix
Revenue
Stamp ₹ 1

Signature of Shareholder(s) _____ Signature of Proxy Holder(s) _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before commencement of the meeting.
2. For the resolutions, statements setting out material facts, notes and instructions, please refer to the notice of Annual General Meeting.
3. Please complete all details including details of members and proxies in the above box before submission.

