

# THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai – 400 001  
Phone: +91-22-6160 3333 | Fax: +91-22-2287 1069 | CIN: L63040MH1978PLC020717  
Website: www.thomascook.in | E-mail id: enquiry@in.thomascook.com



## NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (“EGM”) OF THOMAS COOK (INDIA) LIMITED WILL BE HELD ON FRIDAY, 27TH NOVEMBER, 2015 AT 10:30 A.M. AT RANGASWAR AUDITORIUM, YASHWANTRAO CHAVAN PRATISHTHAN CENTER, 4TH FLOOR, GEN. JAGANNATH BHOSALE MARG, NEXT TO SACHIVALAYA GYMKHANA, MUMBAI – 400021 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

### 1. Re-classification of the Authorised Share Capital 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 Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect and pursuant to the provisions of Articles of Association of the Company, the Authorised share capital of the Company be and is hereby reclassified from Rs. 3,83,50,00,000/- divided into 1,43,08,27,060 equity shares of Re.1/- each, 11,47,60,000 ‘Class A’, 4.65% Cumulative Non Convertible Redeemable Preference Shares of Rs. 10/- each, 3,55,294 ‘Class B’ 0.001% Cumulative Convertible Redeemable Preference Shares of Rs. 10/- each, 3,02,000 ‘Class C’ 0.001% Cumulative Convertible Redeemable Preference Shares of Rs. 10/- each and 12,50,00,000 Preference Shares of Rs. 10/- each to Rs. 3,83,50,00,000/- divided into 1,33,50,00,000 equity shares of Re. 1/- each and 25,00,00,000 Preference Shares of Rs. 10/- each, as detailed in the explanatory statement annexed to this Notice;

**RESOLVED FURTHER THAT**, pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect, the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted, and in its place the following Clause V be substituted:

V. The Authorised Share Capital of the Company is Rs. 3,83,50,00,000/- (Rupees Three Hundred and Eighty Three Crore Fifty Lakh Only) divided into 1,33,50,00,000 (One Hundred Thirty Three Crore Fifty Lakh) equity shares of Re. 1/- (Rupee One Only) each and 25,00,00,000 (Twenty Five Crore) preference shares of Rs. 10/- (Rupees Ten Only) each.

**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 authorized 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 reclassification of Authorised Share Capital 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 reclassification as it may in its discretion deem fit in the best interest of the Company.”

### 2. Issue of Cumulative Redeemable Non Convertible Preference Shares.

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect, pursuant to the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue and Listing of Non Convertible Redeemable Preference Shares) Regulations, 2013, as amended from time to time (the “SEBI Regulations”), the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, where and if applicable, and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws, regulations, rules, directions, guidelines including those issued by Reserve Bank of India and 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 while granting such approvals, the consent and approval of the members of the Company be and is hereby accorded to 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) to create, issue, offer and allot, in one or more tranches on private placement basis, at its sole and absolute discretion, 12,50,00,000 Cumulative Redeemable Non Convertible Preference Shares [‘Preference Shares’] of Rs. 10/- each, for cash, at par, aggregating to Rs. 1,25,00,00,000/- (Rupees One Hundred and Twenty Five Crore only), to be redeemed at par within a period not exceeding 7 (Seven) years from the date of allotment of the said preference shares, to overseas entity/(ies) belonging to the Fairfax Group, promoters of the Company, on the following terms and such other terms and conditions, as may be decided by the Board;

(a) the priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares;	The said Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company.
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(b) the participation in surplus fund;	The said Preference Shares shall in winding up be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets or surplus fund.
(c) the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;	
(d) the payment of dividend on cumulative or non-cumulative basis;	The payment of dividend shall be on cumulative basis.
(e) the conversion of preference shares into equity shares;	The said Preference Shares shall be Non Convertible.
(f) the voting rights;	The voting rights of the persons holding the said Preference Shares shall be in accordance with the provisions of Section 47 of the Act (including any statutory modifications or re-enactments thereof for the time being in force).
(g) the redemption of preference shares.	At the option of the issuer, at any time within a period not exceeding seven years from the date of allotment as per the provisions of the Act.

**RESOLVED FURTHER THAT**, if the aforesaid proposed transaction(s) is construed as related party transaction(s) under the any applicable law(s), then said transaction(s), be and is hereby approved by the members without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT**, for giving effect to this Resolution, the Board be and is hereby authorized 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 offer, issue, allotment, and utilization of the issue proceeds of the shares, to prescribe the forms of application, enter into an agreement or other instruments 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 issue and allotment as it may in its discretion deem fit in best interest of the Company."

**Registered office:**

Thomas Cook Building, Dr. D. N. Road, Fort,  
Mumbai – 400 001  
CIN : L63040MH1978PLC020717  
Phone: +91-22-6160 3333  
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Website: [www.thomascook.in](http://www.thomascook.in)  
E-mail: [enquiry@in.thomascook.com](mailto:enquiry@in.thomascook.com)  
Mumbai, 24th October, 2015

**By Order of the Board**

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

**NOTES AND INSTRUCTIONS:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) 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 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 person or shareholder.**

2. Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.
3. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Notice duly filled in and signed and handover the same at the entrance of the hall.
4. 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.
5. All the documents referred to in the accompanying notice and 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 Extraordinary General Meeting and will also be available at the meeting.
6. Corporate members intending to send their authorized representatives to attend the EGM 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 EGM.
7. 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.
8. 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.
  9. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register their email ids with M/s TSR Darashaw Limited at [csq-unit@tsrdarashaw.com](mailto:csq-unit@tsrdarashaw.com) for receiving the Annual Report and other communications through electronic mode pursuant to sections 101, 136 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant provisions of the Companies (Management and Administration Rules), 2014, as amended.
  10. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide members facility to cast their votes on all resolutions set forth in the Notice of the EGM using electronic voting system from a place other than the venue of the EGM ('remote e-voting'), provided by National Securities Depository Limited (NSDL) and the business may be transacted through such voting. In order to ensure wider participation and to enable its Members, who do not have access to remote e-voting facility and who wish to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of EGM, the Company has also enclosed a ballot form along with a postage prepaid self addressed Business Reply Envelope. The notes and instructions for remote e-voting are given here in below.

The process and manner for remote 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 ["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 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 which is 103551 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 [tcooksscrutinizer@gmail.com](mailto:tcooksscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (B) In case a Member receives physical copy of the EGM 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 ballot form.
    - (ii) Follow the instructions from (iii) to (xi) mentioned in item no 10(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).
11. The remote e-voting period commences on Tuesday, 24th November, 2015 at 9.00 a.m. and ends on Thursday, 26th November, 2015 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, 20th November, 2015, may cast their vote electronically or by Ballot Form. The E-Voting module will be disabled by NSDL for voting thereafter and Ballot Form received after the end of voting period will be considered as invalid. 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.
  12. 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. A person, whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting, voting through ballot form as well as voting at the EGM.

13. 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 EGM Notice, Attendance Slip, Proxy Form and Ballot Form is 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 EGM Notice, Attendance Slip, Proxy Form and Ballot Form are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed Business Reply Envelope.
14. Any person, who acquires 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 as follows:-
  - i. For remote e-voting:- The shareholders can send in their request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at toll free no.: 1800-222-990.
  - ii. For ballot voting:- The shareholders can send an email at [sharedept@in.thomascook.com](mailto:sharedept@in.thomascook.com) for obtaining a duplicate ballot form by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr. P. N. Parikh of M/s. Parikh & Associates not later than Thursday, 26th November, 2015 at 5.00 p.m. Ballot Form received after aforesaid date and time shall be treated as invalid.
15. In case of any queries 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 sections of <http://www.evoting.nsdl.com> or contact NSDL at toll free no.: 1800-222-990 or contact Mr. Rajiv Ranjan, Assistant Manager at National Securities Depository Limited having its office at 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](mailto:evoting@nsdl.co.in) or [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in) or at telephone nos. (022) 24994600/ (022) 24994738 who will also address the grievances connected with the voting by electronics means.
16. 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 remote e-voting process, ballot voting and votes casted at the EGM venue in a fair and transparent manner.
17. A Member can opt for only one mode of voting i.e. either through remote e-voting or by ballot form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot Form shall be treated as invalid.
18. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be entitled to exercise their right to vote at the meeting.
19. Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the EGM venue.
20. The Scrutinizer shall after the conclusion of voting at the EGM, would first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and ballot 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 EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any Director or a person as authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.thomascook.in](http://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.
22. Members may also note that the Notice of the EGM will also be available on the Company's website [www.thomascook.in](http://www.thomascook.in).

## STATEMENT SETTING OUT MATERIAL FACTS (EXPLANATORY STATEMENT)

(Pursuant to section 102 of the Companies Act, 2013)

The following Statement sets out all material facts relating to Item No. 1 and 2 of the accompanying Extraordinary General Meeting Notice.

### **Item No. 1: Re-classification of the Authorised Share Capital of the Company.**

The present Authorised Share Capital of the Company is Rs. 3,83,50,00,000/- divided into 1,43,08,27,060 Equity Shares of Re. 1/- each, 11,47,60,000 'Class A', 4.65% Cumulative Non Convertible Redeemable Preference Shares of Rs. 10/- each, 3,55,294 'Class B' 0.001% Cumulative Convertible Redeemable Preference Shares of Rs. 10/- each, 3,02,000 'Class C' 0.001% Cumulative Convertible Redeemable Preference Shares of Rs. 10/- each and 12,50,00,000 Preference Shares of Rs. 10/- each. To augment the long term resources for meeting funding requirements for its various business purposes including acquisition of the Indian operations of Kuoni Travel (India) Private Limited, by way of issuance of preference shares, sufficient provision is required in the Authorised Share Capital of the Company. It is therefore proposed to reclassify the present authorised share capital of Rs. 3,83,50,00,000/- into 1,33,50,00,000 equity shares of Re. 1 each and 25,00,00,000 preference shares of Rs. 10/- each. Consequential changes would also be required to be made in Clause V of the Memorandum of Association of the Company.

The break up and transition as proposed to be made in the Authorized Share Capital of the Company is as follows:-

Particulars	Existing Authorised Capital	Issued Capital	Proposed Change in Capital [Additional/ (Reduction)]	Resulting Capital
1,43,08,27,060 Equity Shares of Re. 1/- each	1,43,08,27,060	36,57,11,259	(9,58,27,060)	1,33,50,00,000
11,47,60,000 'Class A', 4.65% Cumulative Non Convertible Redeemable Preference Shares of Rs. 10/- each	1,14,76,00,000	-	(1,14,76,00,000)	-

Particulars	Existing Authorised Capital	Issued Capital	Proposed Change in Capital [Additional/ (Reduction)]	Resulting Capital
3,55,294 'Class B' 0.001% Cumulative Convertible Redeemable Preference Shares of Rs. 10/- each	35,52,940	-	(35,52,940)	-
3,02,000 'Class C' 0.001% Cumulative Convertible Redeemable Preference Shares of Rs. 10/- each	30,20,000	-	(30,20,000)	-
12,50,00,000 Preference Shares of Rs. 10/- each	1,25,00,00,000	-	1,25,00,00,000	2,50,00,00,000

In terms of the applicable provisions of the Companies Act, 2013, the reclassification of the authorised share capital requires approval of the Members of the Company. Accordingly, the resolution at Item No. 1 of the Notice seeks approval of the Members for reclassification of the Authorised Share Capital and consequential changes in Clause V of the Memorandum of Association of the Company.

A copy of the Memorandum and Articles of Association depicting above proposed changes, is available at the registered office of the Company for inspection by Members 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 Extraordinary General Meeting and will also be available at the meeting.

The Directors recommend the Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of this Notice.

**Item No. 2: Issue of Cumulative Redeemable Non Convertible Preference Shares.**

As per the provisions of Sections 42, 55 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, to the extent notified and in effect and as amended from time to time, the Board of Directors can create, issue, offer and allot Cumulative Redeemable Non Convertible Preference Shares on private placement basis, only if approved by the members by way of Special Resolution.

Your Company proposes to create, issue, offer and allot 12,50,00,000 Cumulative Redeemable Non Convertible Preference Shares of Rs. 10/- each aggregating to Rs. 1,25,00,00,000/- (Rupees One Hundred and Twenty Five Crore Only) on private placement basis for cash, at par, to overseas entity/(ies) belonging to the Fairfax Group, promoters of the Company, in one or more tranches, as the case may be, for partially funding the acquisition of Kuoni Travel (India) Private Limited. The issuance shall be subject to the regulatory approvals as required.

Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, as amended and the terms of the issue:

The size of the issue and number of preference shares to be issued and nominal value of each share	12,50,00,000 Redeemable Cumulative Non Convertible Preference Shares of Rs. 10/- each aggregating to Rs. 1,25,00,00,000/- (Rupees One Hundred and Twenty Five Crore only)
The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	Cumulative, Non-Participating, Non Convertible, Redeemable
The objectives of the issue	To meet part of the funding requirements arising out of the acquisition of the Indian operations of Kuoni Travel (India) Private Limited.
The manner of issue of shares	Private Placement basis/ Preferential issue and allotment.
The price at which such shares are proposed to be issued	Rs.10/- per share
The basis on which the price has been arrived at	To be issued at Par
The terms of issue, including terms and rate of dividend on each share, etc.	To be issued and offered on Private Placement basis, in one or more tranches to overseas entity/(ies) belonging to the Fairfax Group, promoters of the Company. The preference shares are proposed to be issued at a rate of dividend as may be decided by the Board in the best interest of the Company but not exceeding 9.00% per annum.
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The proposed Preference shares shall be redeemed at par, within a period not exceeding 7 years from the date of allotment, in accordance with provision of Section 55 of the Act. The Preference Shares are not convertible into equity shares of the Company.
The manner and modes of redemption	The proposed Preference shares shall be redeemed in accordance with the provision of the Companies Act, 2013 or any such other applicable law, rules, regulations as may be applicable.
The expected dilution in equity share capital upon conversion of preference shares.	Not applicable, since the proposed Preference Shares are Non Convertible in nature.

The Equity shareholding pattern of the Company as on 30th September, 2015 is as under:

Sr.	Category	Number of Shares	% to Share Capital
1.	Promoter	24,81,53,725	67.86
2.	Bodies Corporate	1,38,05,607	3.78
3.	Foreign Institutional Investors	2,33,65,506	6.39

Sr.	Category	Number of Shares	% to Share Capital
4.	Mutual Fund	2,86,45,810	7.83
5.	Insurance Companies	64,33,494	1.76
6.	Individuals		
	a. Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh	3,21,88,577	8.80
	b. Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	62,86,918	1.72
7.	Others	68,31,622	1.87
	<b>Total</b>	<b>36,57,11,259</b>	<b>100.00</b>

The above proposed transaction(s), if construed as related party transaction(s) under any applicable law(s) then approval of the members for the above proposed resolution will be deemed to be obtained for the said transaction(s) without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Mr. Chandran Ratnaswami, Director (DIN: 00109215), along with his relatives, may be deemed to be concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 2 of the accompanying EGM Notice to the extent of shares held, if any and/or having a position as a Director or Key Managerial Personnel in the overseas entity/(ies) belonging to the Fairfax Group, promoters of the Company. None of the other Directors, Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise in the resolution as set out at Item No. 2 of this Notice.

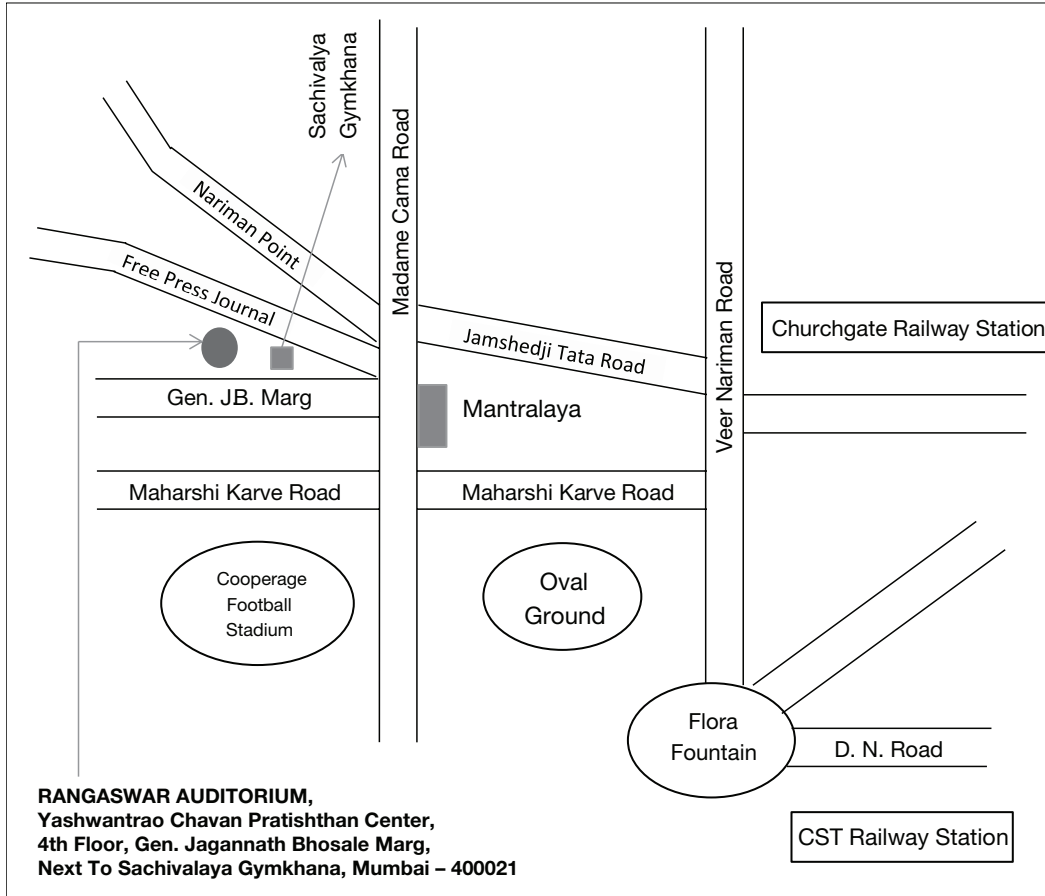
**Registered office:**

Thomas Cook Building, Dr. D. N. Road, Fort,  
Mumbai – 400 001  
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Phone: +91-22-6160 3333  
Fax: +91-22-2287 1069  
Website: [www.thomascook.in](http://www.thomascook.in)  
E-mail: [enquiry@in.thomascook.com](mailto:enquiry@in.thomascook.com)  
Mumbai, 24th October, 2015

**By Order of the Board**

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

**ROUTE MAP TO THE VENUE OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY  
TO BE HELD ON FRIDAY, 27TH NOVEMBER, 2015 AT 10:30 A.M.**



# THOMAS COOK (INDIA) LIMITED

**Registered Office:** Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai – 400 001  
 Phone: +91-22-6160 3333 | Fax: +91-22-2287 1069 | CIN: L63040MH1978PLC020717  
 Website: www.thomascook.in | E-mail id: enquiry@in.thomascook.com



## FORM NO. MGT-11

### PROXY FORM

[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) of \_\_\_\_\_ 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 for me / us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on Friday, 27th November, 2015 at 10:30 a.m. at Rangaswar Auditorium, Yashwantrao Chavan Pratishthan Center, 4th Floor, Gen. Jagannath Bhosale Marg, Next To Sachivalaya Gymkhana, Mumbai – 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions
<b>Special Business:</b>	
1.	Re-classification of the Authorised Share Capital of the Company
2.	Issue of Cumulative Redeemable Non Convertible Preference Shares

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Affix  
Revenue  
Stamp

Signature of Shareholder(s) \_\_\_\_\_ Signature of Proxy Holder(s) \_\_\_\_\_  
 Notes:

- 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
- For the resolutions, statement setting out material facts, notes and instructions, please refer to the notice of Extraordinary General Meeting.
- Please complete all details including details of member(s) and proxy(ies) in the above box before submission.

### ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)

Folio No. \_\_\_\_\_ / DP ID No.\* \_\_\_\_\_ & Client ID No.\* \_\_\_\_\_  
 (\*Applicable for members holding Shares in electronic form)

Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 (IN BLOCK CAPITAL)

I hereby record my presence at the Extraordinary General Meeting of Thomas Cook (India) Limited held on on Friday, 27th November, 2015 at 10:30 a.m. at Rangaswar Auditorium, Yashwantrao Chavan Pratishthan Center, 4th Floor, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai – 400021.

Signature of member / Proxy holder

Notes:

- Members / Proxy holders are requested to bring their attendance slip with them when they come to the meeting and hand it over at the entrance after signing it.
- Members / Proxy holders who come to attend the meeting are requested to bring their copies of the Notice for reference at the meeting.

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Sr. No. \_\_\_\_\_

## Ballot Form

1.	Name & Registered Address of the Sole/ First named Member/ Shareholder/ Beneficial Owner	
2.	Name(s) of the Joint Holder(s) (if any)	
3.	Registered Folio No./ DP ID No. and Client ID No.	
4.	Number of share(s) held	
5.	E-voting event number (EVEN)	
6.	User ID	
7.	Password	

I/We hereby exercise my/our vote in respect of the Resolutions set out in the Notice dated 24th October, 2015 for the Extra Ordinary General Meeting (EGM) of the Company to be held on Friday, 27th November, 2015, by conveying my/our assent or dissent to the said Resolutions 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	I/We dissent to the resolution
			(FOR)	(AGAINST)
1.	<b>Special Resolution:</b> Re-classification of the Authorised Share Capital of the Company			
2.	<b>Special Resolution:</b> Issue of Cumulative Redeemable Non-Convertible Preference Shares			

Place:

Date:

\_\_\_\_\_  
(Signature of the Member / Beneficial owner /  
Power of Attorney holder / Authorised representative)

**Note:** Please read the instructions printed overleaf carefully before exercising your vote.



## INSTRUCTIONS

1. The Ballot form is provided for the benefit of members who do not have access to remote e-voting facility, to enable them to send their assent or dissent by post, for the General Meeting Resolutions.
2. **A Member can opt for only one mode of voting i.e either through e-voting (login and password as indicated on the front side) or by using this Ballot form. If a member casts vote by both modes, then the voting through e-voting only shall be treated as valid.**
3. For detailed instructions on e-voting, please refer to notes appended to the Notice convening Extra Ordinary General Meeting (EGM).
4. The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and ballot 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 EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
5. 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 remote e-voting process, ballot voting and votes casted at the EGM venue in a fair and transparent manner.  
**Process and manner for Members opting to vote by using the Ballot Form**
6. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) as per the instructions and send it so as to reach the Scrutinizer, at the Registered Office of the Company. For the purpose of ease and convenience of members, we are also providing the postage prepaid self addressed business reply envelope which may be used for sending the Ballot Form to the Company. The Members need not affix postal stamps since the postage will be paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered post at the expense of the Members will also be accepted.
7. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballots not permitted through proxy.
8. In case the shares are held by Companies, trusts, societies etc. the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution together with their specimen signatures.
9. Votes should be cast in case of each resolution, either in favour or against by putting the (✓) mark in the column provided in the Ballot. Incomplete or unsigned Postal Ballot Form will be rejected.
10. The voting rights of shareholders shall be in proportion of the share held by them in the Paid Up Equity Share Capital of the Company as on Friday, 20th November, 2015 (cut-off date) and as per the Register of Members of the Company.
11. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. Duly completed Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Thursday, 26th November, 2015. Forms received after the aforementioned date and time shall be treated as if the reply from the Member has not been received.
13. A Member may request for a duplicate Ballot Form by sending an email at [sharedept@in.thomascook.com](mailto:sharedept@in.thomascook.com) by mentioning their Folio/DP ID and Client ID No., if so required. However, duly filed in the signed duplicate form should reach the Scrutinizer not later than the date and time specified in Serial No. 12 above.
14. The decision of the Scrutinizer on the validity of the Ballot Form shall be final.
15. The results declared along with Scrutinizer's Report, shall be placed on the Company's website [www.thomascook.in](http://www.thomascook.in) and on the website of the National Securities Depository Limited immediately after the declaration of result 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.