

**Thomas Cook (India) Ltd.**  
Registered Office: Thomas Cook Building,  
Dr. D. N. Road, Fort, Mumbai - 400 001.

CIN: L63040MH1978PLC020717

A FAIRFAX Company



28th December, 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% 2020 SERIES 3  
Fax No.: 2659 8237/38

Dear Sir/ Madam,

**Sub: Submission of information pursuant to Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith copy of Postal Ballot Notice of the Company, which has been dispatched to those shareholders whose e-mail addresses are not available with the Company's Registrar and Transfer Agent (RTA) or Depositories by Registered Post/ Courier at their respective registered addresses and has also sent an e-mail to such Members whose e-mail addresses are registered with RTA or Depositories. The details of Postal Ballot Notice is also uploaded on the Company's website : <https://www.thomascook.in>

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For **Thomas Cook (India) Limited**

**Amit J. Parekh**  
*Company Secretary and Compliance Officer*

Encl.: a/a

# THOMAS COOK (INDIA) LIMITED

**Registered Office:** Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai – 400 001  
+91-22-4242 7000 | Fax: +91-22-2302 2864 | CIN: L63040MH1978PLC020717  
Website: [www.thomascook.in](http://www.thomascook.in) | E-mail id: [sharedept@in.thomascook.com](mailto:sharedept@in.thomascook.com)



## NOTICE OF POSTAL BALLOT

### (PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Members,

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), to seek the approval of Members by way of Postal Ballot / Electronic Voting ('E-Voting') for the proposal mentioned below :

**Authority to the Board of Directors to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures, in one or more tranches, on private placement basis.**

The Board of Directors of the Company ('the Board') has appointed Mr. P. N. Parikh [FCS:327] of M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the voting process through Postal Ballot including E-Voting in accordance with the law and in a fair and transparent manner.

The Board has appointed Mr. Madhavan Menon, Chairman & Managing Director and Mr. Amit J. Parekh, Company Secretary & Compliance Officer of the Company, as the person(s) responsible for the entire Postal Ballot process.

**E-Voting Option:** In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) 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) as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 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 engaged services of National Securities Depository Limited ('NSDL') as its agency for providing E-Voting facility to Members of the Company. It may be noted that E-Voting is optional. Member may opt for only one mode of voting and in case that a Member has voted through E-Voting, he/she shall not use the Postal Ballot Form to cast his or her vote. If a Member casts vote through E-Voting as well as Postal Ballot Form, the vote cast through E-Voting would be considered and votes cast through Postal Ballot Form shall be treated as invalid.

You are requested to carefully read the E-Voting instructions as given below under the head Notes and Instructions, before casting your vote on E-Voting URL: <https://www.evoting.nsdl.com>.

The voting period commences on and from Thursday, 29th December, 2016 at 9.00 a.m. and ends on Friday, 27th January, 2017 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 16th December, 2016, may cast their vote electronically or by Postal Ballot Form. A person who is not a Member as on the cut-off date, should treat this Postal Ballot Notice as for information purposes only.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and (i) return the form duly completed and signed in the enclosed prepaid self addressed business reply envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on Friday, 27th January, 2017; or (ii) cast their vote electronically from 9.00 a.m. on Thursday, 29th December, 2016 to 5.00 p.m. on Friday, 27th January, 2017 by following the procedure as explained in the Postal Ballot Form. The E-Voting module will be disabled by NSDL for voting thereafter and any Postal Ballot Form(s) received after the said date will be treated as if reply from the Member has not been received. Upon completion of the scrutiny of the Postal Ballot Forms and E-Voting process, the Scrutinizer shall submit his report to the Company.

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 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:

**Authority to the Board of Directors to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures, in one or more tranches, on private placement basis:**

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) 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, and pursuant to the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to the provisions of the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, regulations, rules, guidelines including those issued by Reserve Bank of India and such other regulatory authority, from time to time, as may be applicable, as the case may be, consent of the Members 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 offer, invite subscriptions for secured or unsecured redeemable Non Convertible Debentures, in one or more tranches, aggregating up to Rs. 3,000,000,000/- (Rupees Three Hundred Crores Only), on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and in the best interest of the Company;

**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, agreements, etc., as may be required, for the said purpose, and to complete the transaction with such modification(s) as may be required by any of the concerned regulatory 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 resolution.”

**Registered Office:**

Thomas Cook Building, Dr. D. N. Road,  
Fort, Mumbai 400 001  
CIN: L63040MH1978PLC020717  
Phone: +91-22-42427000  
Fax: +91-22-23022864  
Website: [www.thomascook.in](http://www.thomascook.in)  
E-mail: [sharedept@in.thomascook.com](mailto:sharedept@in.thomascook.com)

**By Order of the Board**

**Amit J. Parekh**

Company Secretary & Compliance Officer  
ACS – 13648

**Place:** Mumbai

**Date:** 13th December, 2016

**NOTES AND INSTRUCTIONS:**

1. The Statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposals is annexed herewith.
2. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on Friday, 16th December, 2016.
3. Voting by Postal Ballot, in physical form or E-Voting, can be exercised only by the Member or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. The voting rights in the Postal Ballot cannot be exercised by a Proxy and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
4. The voting period commences on and from Thursday, 29th December, 2016 at 9.00 a.m. and ends on Friday, 27th January, 2017 at 5.00 p.m. Voting shall not be allowed after the said date and time. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 16th December, 2016, may cast their vote electronically or by Postal Ballot Form. The E-Voting module will be disabled by NSDL for voting thereafter and Postal 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 as for information purposes only.
5. a) 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 <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990 or contact 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](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;  
b) In case of any queries or issues regarding Postal Ballot process including voting by Postal Ballot Form, please contact Mr. Deepak Tambe, Associate Manager, M/s. TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalakshmi, Mumbai - 400 011, Maharashtra at the designated email id: [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) or at telephone no. (022) 66568484.
6. Members can opt for only one mode of voting i.e. either by Postal Ballot or E-Voting. In case the Member has exercised the vote in Postal Ballot as well as electronic mode, the valid vote through E-Voting only will be considered.

7. Based on the Scrutinizer's Report to the Chairman of the Company, the results of Postal Ballot shall be declared by the Chairman or any Director authorized by him on Tuesday, 31st January, 2017 at the registered office of the Company at Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai - 400 001 on or before 6:00 p.m. and the same be placed, along with the Scrutinizer's Report, on the website of the company viz. [www.thomascook.in](http://www.thomascook.in), besides being communicated to the Stock Exchanges on which the Company's securities are listed. The results, alongwith the Scrutinizer's Report will be forwarded to the Depositories and Registrar and Share Transfer Agent, for the information of the Members. Further, the result of voting along with the Scrutinizer's Report shall be displayed on the Notice Board of the Company at the registered office. In the event, the proposed Resolution is approved by the requisite majority of the Members, the date of passing of the said Resolution will be Friday, 27th January, 2017 being the last date for receipt of Postal Ballot Forms/casting of votes by E-Voting.
8. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 16th December, 2016. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Postal Ballot Notice along with Postal Ballot Form is also being sent by email to those Members who have registered their email IDs with their Depository Participants (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 Postal Ballot Notice along with Postal Ballot Form and prepaid self addressed business reply envelope are being sent by permitted mode (i.e. through registered post or through courier).
9. Members who have not received the Postal Ballot Form and are desirous of seeking a duplicate form or who has been sent this Postal Ballot Notice electronically does not want to avail E-Voting facility organized through NSDL, may send a request on the e-mail id: [sharedept@in.thomascook.com](mailto:sharedept@in.thomascook.com) by mentioning his/her Folio No. / DP ID and Client ID No. for obtaining the Notice and Postal Ballot Form in physical form from the Company. The Member has to send back the Postal Ballot form, duly completed, so as to ensure that it reaches the Scrutinizer on or before Friday, 27th January, 2017 by 5.00 p.m. failing which, it will be strictly considered that no reply has been received from the Member.
10. Members may also note that the Notice of the Postal Ballot will also be available on the Company's website [www.thomascook.in](http://www.thomascook.in).
11. The process and manner for 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, 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 which is 105867 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 Members (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 [tcookscrutinizer@gmail.com](mailto:tcookscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 Thursday, 29th December, 2016 at 9.00 a.m. and ends on Friday, 27th January, 2017 at 5.00 p.m. The E-Voting module will be disabled by NSDL for voting thereafter.
  - (B) **In case of Members not receiving an email from NSDL but receiving Postal Ballot Form by Post:**
    - (xiv) Initial password is provided in the Postal Ballot Form.
    - (xv) Follow the instructions from (iii) to (xiii) mentioned in item 11(A) above for E-Voting.

## STATEMENT SETTING OUT MATERIAL FACTS (EXPLANATORY STATEMENT)

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

### **Authority to the Board of Directors to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures, in one or more tranches, on private placement basis:**

As per provisions of Sections 42 and 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and amendment thereof, a Company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by a Special Resolution. However, in case of offer or invitation for Non Convertible Debentures, it shall be sufficient if the Company passes a previous Special Resolution once in a year for all the offers or invitations for such debentures during the year.

In order to augment long term resources for financing, inter alia, capital/ revenue expenditure, business expansion and for general corporate purposes, your Company may offer, invite subscriptions for Non Convertible Debentures (NCD's) on private placement basis, in one or more tranches, during the period of one year from the date of passing of this Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time, with the authority to Board/ Committee to determine the terms and conditions including the issue price of NCD's, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board/ Committee shall in its absolute discretion deems fit and in the best interest of the Company 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.

Accordingly, approval of the Members of the Company by way of Special Resolution is sought to offer, invite subscriptions for secured or unsecured redeemable NCD's on Private Placement basis in one or more tranches, aggregating up to Rs. 3,000,000,000/- (Rupees Three Hundred Crores only) during the period of one year from the date of passing of this special resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution. The Board recommends the special resolution as set out in this Notice for your approval.

#### **Registered Office:**

Thomas Cook Building, Dr. D. N. Road,  
Fort, Mumbai 400 001  
CIN: L63040MH1978PLC020717  
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Website: [www.thomascook.in](http://www.thomascook.in)  
E-mail: [sharedept@in.thomascook.com](mailto:sharedept@in.thomascook.com)

**By Order of the Board**

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

**Place:** Mumbai

**Date:** 13th December, 2016