



NOTICE

NOTICE is hereby given that the FORTIETH 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 Wednesday, 2nd August, 2017 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, 2017 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, 2017 together with the Report of the Auditors thereon.
2. To declare Dividend on Equity Shares of ₹ 1/- each for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Harsha Raghavan (DIN: 01761512), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as statutory auditors of the Company in place of M/s. Lovelock & Lewes, Chartered Accountants (Firm Registration No. 301056E), the retiring auditors and to fix their remuneration.

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”) read with the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) as may be applicable, (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, M/s. B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Lovelock & Lewes, Chartered Accountants, (Firm Registration No. 301056E), to hold office from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting of the Company, subject to ratification by members every year, as applicable, on such remuneration plus applicable taxes and out of pocket expenses, as may be mutually agreed between the Board of Directors/Audit Committee and the Auditors.”

SPECIAL BUSINESS:

5. **Approval for payment of Commission to the Non Executive Directors of the Company as prescribed under the Companies Act, 2013 for the financial year ended 31st March, 2017:**

In this regard, to consider and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force) and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meeting held on 25th May, 2017 and subject to such approvals, permissions and sanctions of the Central Government, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including that of Central Government, as applicable, in granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded, for payment of remuneration by way of commission of a sum exceeding in aggregate of one percent of the net profits of the Company, to any or all of the directors of the Company, other than the Managing Director / Wholetime Director of the Company, but including the Independent Directors of the Company, in such amounts or proportions and in such manner and in all respects as may be decided and determined by the Board of Directors, provided however that the aggregate commission to be paid to all Non Executive Directors of the Company (including Independent Directors) shall not exceed ₹ 6,000,000/- (Rupees Sixty Lakh only) or such other amount as may be approved/ sanctioned by the Central Government, from time to time, for the financial year ended 31st March, 2017;

RESOLVED FURTHER THAT, such remuneration paid to Directors other than the Managing Director/Wholetime Director will be in addition to the payment of sitting fees and reimbursement of expenses paid to the Directors for attending the meetings of the Board of Directors and Committees thereof;

RESOLVED FURTHER THAT, the Company be authorized to make application to the Central Government for approval and accept any amendment, alteration, addition, deletion or modification to any of the terms and conditions relating to the payment of Commission to the Non Executive Directors (including Independent Directors), as may be suggested or advised or directed by the Central Government while granting such approval;

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Directors and/ or the Company Secretary and Compliance Officer of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard and to appear, represent the company before the appropriate authority and to sign, verify, execute, submit, collect, amend on behalf of the company any document, application, affidavit,

undertaking, power of attorney and other papers as may be required in this regard and to authorize, appoint, nominate any person to represent the company and to do all such acts, things, deeds, as may be incidental and necessary thereto.”

6. a. To approve for and ratify remuneration paid to Mr. Madhavan Menon, Chairman and Managing Director (DIN: 00008542) for the period from 12th September, 2016 to 31st March, 2017.

In this regard, to consider and if thought fit, to pass, the following Resolution as a Special Resolution:

“**RESOLVED THAT**, in partial modification to the special resolution passed by the members at the 38th Annual General Meeting of the Company held on 27th August, 2015 and pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”), read with Schedule V of the Act and the Articles of Association of the Company, (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force) and in pursuance of the approval by the Central Government vide its letter dated 9th January, 2017 and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meeting held on 25th May, 2017, consent of the members be and is hereby accorded to ratify payment of surplus remuneration of ₹ 3,30,19,447/- (Rupees Three Crore Thirty Lakh Nineteen Thousand Four Hundred Forty Seven Only) paid to Mr. Madhavan Menon, Chairman and Managing Director (DIN: 00008542) for the period from 12th September, 2016 to 31st March, 2017;

RESOLVED FURTHER THAT, any Directors and/ or the Company Secretary and Compliance Officer of the Company be and are hereby authorized severally to take such steps as may be deemed necessary for obtaining necessary approvals - statutory, contractual or otherwise, if any, in relation to the above and to settle all matters arising out of and incidental thereto and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the foregoing Resolution.”

b. To approve payment of minimum remuneration to Mr. Madhavan Menon, Chairman and Managing Director (DIN: 00008542) in case of inadequacy of profits for the period commencing from 1st April, 2017 to 31st August, 2019.

In this regard, to consider and if thought fit, to pass, the following Resolution as a Special Resolution:

“**RESOLVED THAT**, in partial modification of the special resolution passed by the members at the 38th Annual General Meeting of the Company held on 27th August, 2015 and pursuant to the provisions of Section 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”), read with Schedule V of the Act and the Articles of Association of the Company, (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force) and in terms of the Service Agreement entered between the Company and Mr. Madhavan Menon, Managing Director and in pursuance of the approval

by the Central Government vide its letter dated 9th January, 2017 and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meeting held on 25th May, 2017, consent of the members be and is hereby accorded for payment of remuneration to Mr. Madhavan Menon, Chairman and Managing Director (DIN: 00008542) for the period from 1st April, 2017 to 31st August, 2019 in the manner set out as hereunder:-

Remuneration:

- a. **Base / Basic Salary:** ₹ 8,51,429/- (Rupees Eight Lakh Fifty One Thousand Four Hundred Twenty Nine Only) per month, which shall however be subject to such annual increments as the Nomination and Remuneration Committee and/or the Board may determine and approve, from time to time.
- b. **Other Allowance:** Restricted to an amount equivalent to Mr. Menon’s Annual Basic Salary.
- c. **Performance Bonus:** Bonus will be as the Nomination and Remuneration Committee and/or the Board may in its absolute discretion determine and approve, linked to Mr. Menon’s performance as Managing Director vis-à-vis performance of the Company.
- d. **Perquisites:** In addition to Salary, Other Allowance and Performance Bonus, Mr. Menon shall be entitled to the following perquisites as per the rules of the Company, and as detailed in the Compensation and Benefits Sheet which is an integral part of the Agreement:
 - i. **Housing:** House Rent Allowance (H.R.A.) of not more than ₹ 32,46,000/- (Rupees Thirty Two Lakh Forty Six Thousand Only) per annum or Company provided/ leased accommodation. In case of Company provided/ leased accommodation, the Company shall bear all rental costs, security deposit and local taxes, subject to such rentals, notional interest cost on the security deposit and taxes not exceeding ₹ 32,46,000/- (Rupees Thirty Two Lakh Forty Six Thousand Only) per annum. The provision of residential accommodation by the Company to Mr. Menon is however conditional upon his continuing in employment with the Company as Managing Director and the use and occupation of the same by Mr. Menon shall cease immediately upon his ceasing to be in the employment of the Company as Managing Director for any reason whatsoever;
 - ii. **Car/ Conveyance Allowance:** Mr. Menon and his family shall be entitled to conveyance allowance or the use of a suitable air-conditioned car and all expenses for the maintenance, running and upkeep of such car, subject to the same not exceeding ₹ 31,39,944/- (Rupees Thirty One Lakh Thirty Nine Thousand Nine Hundred Forty Four Only) per annum;
 - iii. **Telephone:** Mr. Menon shall be entitled to the use of a telephone (company owned telephone line) at his residence, fax machine, mobile phone, the rent, call charges (including payments for local calls and long distance official calls) and all other outgoings (excluding personal long distance calls) in respect

- thereof being paid by the Company not exceeding ₹ 2,40,000/- (Rupees Two Lakh Forty Thousand Only) per annum;
- iv. Club Fees: Reimbursement of Annual Subscription not exceeding ₹ 70,000/- (Rupees Seventy Thousand Only) per annum;
 - v. Medical Hospitalization Insurance: A suitable medical insurance policy, covering hospitalization of Mr. Menon and his family, whilst Mr. Menon is in the employment of the Company and Personal Accident Insurance for Mr. Menon only not exceeding ₹ 1,00,000/- (Rupees One Lakh) per annum;
 - vi. Health Check Up: The Company shall bear the cost of an Annual Comprehensive Health checkup for Mr. Menon only;
 - vii. Any other benefit/perquisite as may be determined by the Board at its discretion from time to time.
- e. All other terms of appointment and remuneration as set out in the earlier resolution dated 27th August, 2015 remains unchanged.

RESOLVED FURTHER THAT, notwithstanding anything contained herein, where in any financial year during the aforesaid period, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as aforesaid;

RESOLVED FURTHER THAT, any Directors and/ or the Company Secretary and Compliance Officer of the Company be and are hereby authorized severally to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, if any, in relation to the above and to settle all matters arising out of and incidental thereto and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the foregoing Resolution.”

Registered Office:

Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai 400 001
CIN: L63040MH1978PLC020717
Phone: +91-22-4242 7000
Fax: +91-22-2302 2864
Website: www.thomascook.in
E-mail: sharedept@in.thomascook.com
Place: Mumbai
Dated: 25th May, 2017

By Order of the Board

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

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 a member of the company. 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 48 (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 paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the total paid up 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.

2. 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.
3. Members/Proxies/ Authorized Representatives 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.
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 Agent, TSR Darashaw Limited (TSRDL), 6-10, Haji Moosa Patrawala Industrial 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. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and 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 AGM.
6. Route Map to the venue of the AGM is provided on the back side of the Attendance slip.
7. During the period beginning 24 (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 at the Registered Office of the Company, provided that a requisition for the same from a Member is received in writing not less than 3 (Three) days before the commencement of the Meeting.
8. All the documents referred to in the accompanying notice and statement setting out material facts (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. to 1.00 p.m. upto the date of AGM and will also be available at the AGM.
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 on their behalf 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 TSRDL 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 identical order of names, in more than one folio are requested to send the details of such folio(s) together with share certificate(s) for consolidating their holdings in one folio. A consolidated share certificate will be issued to such member after making requisite changes.

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 TSRDL. The shareholders holding shares in electronic form are requested to register their PAN 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 TSRDL for assistance in this regard.
15. Members may please note that pursuant to the provisions of Section 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") dividend for the year 2009 and thereafter, which remains unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, as and when the same falls due for such transfer.

Accordingly, all unclaimed dividend upto the year 2008, has been transferred to the IEPF and for the year 2009 dividend for which was declared at the AGM held on 12th May, 2010 will be transferred by 17th July, 2017 to the IEPF.

In accordance with Section 124 (6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority. The Rules also prescribe the procedures to be followed by an investor to claim the shares/ amount transferred to IEPF.

In accordance with the IEPF Rules, the Company has sent letter dated 24th November, 2016 to the Members whose dividend amounts from the year 2009 to the year 2016 were outstanding as per the Company's records to claim the same before being transferred to the IEPF Authority. Further, an advertisement to this effect was also published in leading English and Vernacular language newspapers dated 25th November, 2016 and 29th April, 2017. The Company has also uploaded the details of such Members and shares due for transfer to the IEPF Authority on its website www.thomascook.in under the drop down titled "Unclaimed Dividend" to enable such

Members to verify the details of unencashed dividends and the shares liable to be transferred to the IEPF Authority.

Members are requested to note that no claim shall lie against the Company in respect of any shares/ dividend so transferred to the IEPF Authority.

The shares transferred to the IEPF can be claimed back by the concerned member(s) from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

16. Register of Members and the Share Transfer Register of the Company will remain close from Wednesday, 26th July, 2017 to Wednesday, 2nd August, 2017 (both days inclusive) for determining the names of members eligible for dividend on shares, if declared at the meeting.
17. 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 at the close of business hours on Wednesday, 2nd August, 2017 and to those members of the Company, holding shares in electronic form, whose names appear in the Benpos (Beneficiary Position) downloaded at the close of business hours on Tuesday, 25th July, 2017.
18. 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 being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with TSRDL (in case of shares held in physical form), unless any Member has requested for a physical copy of the same. 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. As a part of Green initiative, the Company has enclosed E-Communication Registration Form to enable the members who have either not registered their e-mail id or are holding shares in physical form to register their e-mail id to receive various communication including Annual Report of the Company through electronic mode.
19. Members may note that the Notice of AGM and Annual Report will be available on the Company's website at www.thomascook.in and on the website of National Securities Depository Limited (NSDL) at www.evoting@nsdl.co.in.
20. 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 at the AGM.
21. Brief resume of Director proposed to be re-appointed along with such other details as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings (SS-2), are provided in the Corporate Governance Report of the Company which forms part of the Annual Report.
22. 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 by the Companies (Management and Administration) Amendment Rules, 2015 and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to

provide members facility to cast their votes either for or against each 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.
- Open internet browser by typing the URL: <https://www.evoting.nsdl.com>.
- iii. Click on "Shareholder" – "Login".
 - iv. Put User Id and password as initial password as mentioned in step (i) above and Login.
 - v. 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.
 - vi. Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
 - vii. Select "EVEN" of Thomas Cook (India) Limited which is 106389 for casting your vote.
 - viii. Now you are ready for "e-voting" as "Cast Vote" page opens.
 - ix. 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.
 - x. 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 tcookscrutinizer@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 22(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.

In case you are holding shares in demat mode, USER ID is the combination of (DP ID+ Client ID)

In case you are holding shares in physical mode, USER ID is the combination of (Even No+ Folio No.)

After successful login, you can change the password with new password of your choice.

(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).

23. The remote e-voting period commences on Sunday, 30th July, 2017 (9.00 a.m. IST) and ends on Tuesday, 1st August, 2017 (5.00 p.m. IST). The e-voting module shall be disabled by NSDL for voting thereafter. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (record date) of Wednesday, 26th July, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. 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 member, the member shall not be allowed to change it subsequently or cast vote again.
24. The voting rights of members shall be in proportion to their shareholding in the paid up equity share capital of the Company as on the cut-off date.
25. 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 and votes to be casted at the AGM venue in a fair and transparent manner.
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. 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 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, at the designated email ids: evoting@nsdl.co.in or rajivr@nsdl.co.in or at telephone nos. (022) 2499 4600/(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 Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "E-Voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
28. Members who have cast their vote by remote e-voting prior to the AGM may attend the meeting but shall not be entitled to cast their vote again at the AGM.
29. 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 48 hours 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 any Director duly authorised by the Board, who shall countersign the Scrutinizer's Report. The result shall be declared by the Chairman or a person as authorized by him in writing.

30. The Results declared along with 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 be displayed on the Notice Board of the Company at its Registered Office and the Corporate 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 August, 2017:

Item No. 5:

The Members at the Extraordinary General Meeting held on 16th September, 2014 by way of Special Resolution approved the payment of Commission to the Non Executive Directors (NED's) including Independent Directors not exceeding 1% of the net profits of the Company.

As per the provisions of Section 197 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder, the Company cannot pay remuneration exceeding 1 % of net profits of the Company to its Directors who are neither Managing Director nor Wholetime Director without the shareholders and Central Government approval.

The period 2016-17 was a year of challenges and uncertainties for most of the businesses in India and overseas, more so the travel and hospitality sector in which our Company is. Despite the efforts of the Company, there is decline in profits of the Company which is primarily due to challenging economic conditions in certain business segments; internal restructuring of businesses by combining business segments and consolidating them under wholly owned subsidiary companies of the Group for better leveraging of synergies; incubation costs of new businesses which are yet to reach critical mass for desired profitability; increased finance cost on account of acquisitions, implementation of IND-AS in place of Indian GAAP; etc. As such, there is inadequacy of profits during the financial year ended 31st March, 2017.

The Non Executive Directors (NED's) including Independent Directors of the Company attend meetings of Board of Directors and of the Board Committees in which he/ she is a member and devote sufficient time and attention to its professional obligations for informed and balanced decision making. This also helps in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct and also assist the company in implementing the best governance practices. Having regard to the above and in order to retain the experience and the expertise of the NED's including Independent Directors, the Company is considering to pay Commission to the NED's, which would exceed 1% of the net profits of the Company for the financial year 2016-17 as the Company has inadequate profits for the said financial year. However, Mr. Chandran Ratnaswami and Mr. Harsha Raghavan have voluntarily waived their entitlement to their share of commission. The Company therefore, seeks approval of the shareholders for paying of such commission to the NED's subject to the approval of the Central Government.

The commission proposed to be paid to Non Executive Directors for the financial year 2016-17 is as follows:

Sr. No.	Name	Days	Amount (₹)
1	Mrs. Kishori Udeshi	365	1,500,000
2	Mr. Nilesh Vikamsey	365	1,500,000
3	Mr. Sunil Mathur	365	1,500,000
4	Mr. Pravir Kumar Vohra	365	1,500,000
	Total		6,000,000

The Nomination and Remuneration Committee and the Board of Directors at their respective meeting held on 25th May, 2017 accorded their approvals to the above and have recommended the resolution as set out in item no. 5 of this Notice for approval of the Members which is subject to the approval of the Central Government and such authority(ies), if any.

Except Mrs. Kishori Udeshi, Mr. Nilesh Vikamsey, Mr. Sunil Mathur and Mr. Pravir Kumar Vohra and their respective relatives none of the other Directors and Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 5 of the Notice.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 5 of the accompanying Notice for approval of the members.

Item Nos. 6(a) & 6(b):

The Members at the Annual General Meeting (AGM) held on 27th August, 2015 by way of Special Resolution approved the appointment and remuneration of Mr. Madhavan Menon as Managing Director of the Company for a period of 5 years commencing from 1st March, 2015 on the terms and conditions as agreed between the Board of Directors and Mr. Madhavan Menon. Further, the approval of the members and the terms of appointment of Managing Director provided for payment of Minimum Remuneration in the event of no profits or inadequacy of profits, in any financial year.

The Company, on account of inadequacy of profits and pursuant to the approval of the members filed an application to the Central Government for approval of re-appointment and payment of remuneration to Mr. Madhavan Menon, Managing Director for the period of 5 years commencing from 1st March, 2015 and further filed the necessary documents as and when called for by the concerned authority with regards to the application filed. The Company received the following approvals from the Central Government.

- For the period from 1st January, 2014 to 31st March, 2015 the Company filed an application to the Central Government for waiver of excess remuneration paid to Mr. Madhavan Menon, Managing Director, the Central Government vide its letter dated 28th September, 2016 granted its approval for the payment of excess remuneration of ₹ 924,535/- (Rupees Nine Lakh Twenty Four Thousand Five Hundred Thirty Five only) to Mr. Madhavan Menon, Managing Director for the period from 1st January, 2014 to 31st March, 2014. The said letter further stated that the payment of remuneration of ₹ 3,88,58,811/- (Rupees Three Crore Eighty Eight Lakh Fifty Eight Thousand Eight Hundred Eleven only) to Mr. Menon by the Company for the period from 1st April, 2014 to 31st March, 2015 is within the limit prescribed under the Companies Act, 2013 and thus approval of the Central Government for the said period is not required.

- With regard to the application filed with the Central Government for reappointment and payment of remuneration to Mr. Madhavan Menon for a period of 5 (Five) years commencing from 1st March, 2015, the Central Government vide its approval letter dated 9th January, 2017 approved the re-appointment of Mr. Madhavan Menon as the Managing Director of the Company for the said period. Further pursuant to the approval the Central Government approved the payment of remuneration of ₹ 44,688,000/- (Four Crore Forty Six Lakh Eighty Eight Thousand only) for financial year 2015-16 and ₹ 22,225,000/- (Two Crore Twenty Two Lakh Twenty Five Thousand only) for the period from 1st April, 2016 to 11th September, 2016.

Further for the period from 12th September, 2016 onwards, the approval stated that as Mr. Madhavan Menon is confirmed to be a professional managerial personnel, covered under Gazette Notification No. 2922(E) dated 12th September, 2016 issued by the Ministry of Corporate Affairs (MCA), the approval of the Central Government is not required for payment of remuneration to Mr. Madhavan Menon w.e.f. 12th September, 2016.

The Ministry of Corporate Affairs (MCA) vide Gazette Notification No. 2922(E) dated 12th September, 2016 states that where in any financial year, during the tenure of managerial personnel, the Company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to its managerial personnel in accordance with the provisions of Part B of Section II of Part II of Schedule V of the Companies Act, 2013 as minimum remuneration for a period not exceeding 3 years. The members of the Company at the Annual General Meeting held on 27th August, 2015 already approved the resolution for payment of remuneration to Mr. Madhavan Menon for a period of 5 years. However, on grounds of good Corporate Governance and in adherence to the said notification, the Board of Directors of the Company proposes and seeks the approval for the payment of minimum remuneration as stated in item No. 6(b) of the notice to Mr. Madhavan Menon, in case of no profits or inadequacy of profits, in any financial year, for a period of 3 years i.e. from 12th September, 2016 to 31st August, 2019.

Out of this period, since the remuneration for the period from 12th September, 2016 to 31st March, 2017 has already been paid by the Company, the members are requested to ratify payment of remuneration to Mr. Madhavan Menon for such period as set out in item no. 6(a). For the period from 1st April, 2017 to 31st August, 2019, the approval of the members is requested for payment of remuneration as a minimum remuneration in the event of no profits or inadequacy of profits as set out in item no. 6(b) of the Notice.

In accordance with the provisions of Part B of Section II of Part II of Schedule V of the Companies Act, 2013 as amended, the Company hereby confirms the following:

- a) The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 25th May, 2017, accorded their consent and proposed the matter for the approval of the members for:
 - i. The Ratification of remuneration paid to Mr. Madhavan Menon, Chairman and Managing Director for the period from 12th September, 2016 to 31st March, 2017.
 - ii. The payment of remuneration as a minimum remuneration, where the Company has no profits or its profits are inadequate, to Mr. Madhavan Menon, Chairman and Managing Director for the period commencing from 1st April, 2017 to 31st August, 2019.

- b) Mr. Menon is functioning in a professional capacity and is not having any interest in the share capital exceeding 0.5% of its paid up share capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures.
- c) Mr. Menon is not having any direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment.
- d) Mr. Menon possesses graduate level qualification with expertise and specialised knowledge in the field in which the company operates.
- e) There is no default in repayment of any of its debts or interest thereon in the preceding financial year.

The following sets out all material facts as necessitated in accordance with the applicable laws, rules and regulations relating to the payment of remuneration to Mr. Madhavan Menon, Chairman and Managing Director as stated in Item No. 6(a) and 6(b) of the accompanying Notice:

a. To approve and ratify remuneration paid to Mr. Madhavan Menon, Chairman and Managing Director (DIN: 00008542) for the period from 12th September, 2016 to 31st March, 2017

The period 2016-17 was a year of challenges and uncertainties for most of the businesses in India and overseas, more so the travel and hospitality sector in which our Company is. Despite the efforts of the Company, there is decline in profits of the Company which is primarily due to challenging economic conditions in certain business segments; internal restructuring of businesses by combining business segments and consolidating them under wholly owned subsidiary companies of the Group for better leveraging of synergies; incubation costs of new businesses which are yet to reach critical mass for desired profitability; increased finance cost on account of acquisitions; implementation of IND-AS in place of Indian GAAP; etc. As such, there is inadequacy of profits during the financial year ended 31st March, 2017.

In view of the same, the remuneration paid to Mr. Madhavan Menon, Chairman and Managing Director during the period from 12th September, 2016 to 31st March, 2017 is above the limits of remuneration payable pursuant to Sections 197 and 198 read with Schedule V of the Companies Act, 2013.

The details of the remuneration paid to Mr. Madhavan Menon for the period from 12th September, 2016 to 31st March, 2017, is as under:

(Amount in ₹)

For the period 12-09-2016 to 31-03-2017	Mr. Madhavan Menon
Particulars	
Basic Salary	5,418,662
Other Allowances*	5,913,925
Perquisites**	1,086,540
Performance Bonus	27,200,320
PF & Superannuation	1,463,037
Total Remuneration	41,082,484
Less: PF & Superannuation	1,463,037
Net Remuneration	39,619,447
Maximum Permissible Limit – As per the Act	66,00,000
Difference over permissible limits	3,30,19,447

Note: * Other Allowances includes supplementary allowance, club allowance and reimbursement of car expenses.

** Perquisites include house perk.

Members are herein requested to refer the statement of disclosures pursuant to Clause B (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 as stated in Item No. 6(b) for additional disclosure for this item.

Except Mr. Madhavan Menon and his relatives, none of the other Directors and Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 6(a) of the Notice.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 6(a) of the accompanying Notice for the approval of the members.

b. To approve payment of minimum remuneration to Mr. Madhavan Menon, Chairman and Managing Director (DIN: 00008542) in case of inadequacy of profits for the period commencing from 1st April, 2017 to 31st August, 2019.

In terms of the approval of the Central Government vide its letter dated 9th January, 2017 and further adherence to the notification issued by the Ministry of Corporate Affairs dated 12th September, 2016 where in any financial year, during the currency of the tenure of managerial personnel, the Company has no profits or its profits are inadequate, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration for a period not exceeding 3 years in accordance with the requirements of the said Schedule V.

Out of the period of 3 years, the approval of members for the period from 12th September, 2016 to 31st March, 2017 is sought in Item No. 6(a) of the accompanying Notice. The Board of Directors recommends for payment of minimum remuneration to Mr. Madhavan Menon, Managing Director (DIN: 00008542) in case of inadequacy of profits for the period from 1st April, 2017 to 31st August, 2019.

Disclosures pursuant to secretarial standards are as under:

Name of Director	Mr. Madhavan Menon
DIN	00008542
Date of Birth	February 12, 1955
Age	62
Date of First Appointment on the Board	1st May, 2000
Qualification	B.A. (Business), George Washington University, USA., MBA, Finance & International Business, George Washington University, USA
Expertise	He has a total experience of over 35 years. His expertise spans over Banking, Finance and Travel-related Foreign Exchange Management. His responsibilities in TCIL include achievement of planned revenues through business development and growth.
Details of remuneration sought to be paid	As stated in Item No. 6(b) of the Notice.
Remuneration last drawn	As stated in the Explanatory Statement for disclosures pursuant to clause B (IV) of section II of part II of schedule V of the Companies Act, 2013

Shareholding in the Company	208607 Equity Shares of Re. 1/- each (as on 25th May,2017)
Relationship with other Directors, Manager and other KMP	Nil
No. of meeting of Board attended during the year	Five of Five for the Financial Year 2016-17.
Membership/ Chairmanship of Committees across all other listed and unlisted companies.	As per below the table.
Other Directorships (does not include foreign companies)	<ul style="list-style-type: none"> • Travel Corporation (India) Limited • Qness Corp Limited • Sterling Holiday Resorts Limited (Formerly Known as Thomas Cook Insurance Services (India) Limited) • The Catholic Syrian Bank Limited • Cedar Management Consulting Private Limited • SOTC Travel Services Private Limited (Formerly Known as Kuoni Travel (India) Private Limited)

Membership / Chairmanship of Committees across all other listed and unlisted companies as required under Regulation 26(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended as under.

Sr. No	Name of Company	Name of Committee	Whether Member/ Chairman
1.	Thomas Cook (India) Limited	Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
		Sub Committee	Chairman
2.	Travel Corporation (India) Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Sub Committee	Chairman
3.	Sterling Holiday Resorts Limited (Formerly Known as Thomas Cook Insurance Services (India) Limited)	Audit Committee	Member
4.	The Catholic Syrian Bank Limited	Risk Management Committee	Member
		Audit Committee	Member
		Committee for Monitoring Large Value Frauds (CMF)	Member

5.	SOTC Travel Services Private Limited (Formerly Known as Kuoni Travel (India) Private Limited)	Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Sub Committee	Chairman
		Audit Committee	Member
6.	Quess Corp Limited	Stakeholders Relationship Committee	Chairman

The statement of disclosures pursuant to Clause B (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 is as under:

I. General Information:

- Nature of industry** – The Company belongs to Service Industry, providing Travel and Travel related Services and is an Authorised Dealer in Foreign Exchange.
- Date or expected date of commencement of commercial production** – The Company is carrying on business since its incorporation on 21st October, 1978.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** – NA.
- Financial performance based on given indicators** – Financial Performance of the Company (Standalone figures)

(₹ in millions)

Particulars	For the year ended 31.03.2017*	For the year ended 31.03.2016*	For the Fifteen months period ended 31.03.2015**	For the year ended 31.12.2013**
Total Revenue	17388	17538.9	5135.8	3836
Profit Before Tax	(54.3)	73.3	486.2	702.9
Net Profit After Tax	(83.5)	53.8	332.1	461.2
# Proposed Dividends	244.1	172.6	136.3	92.8

Note: * The figures for the year ended 31.03.2017 & 31.03.2016 is as per Ind AS

** The figures for the fifteen months period ended 31.03.2015 & for the year ended 31.12.2013 is as per Indian GAAP.

Proposed Dividend excludes Dividend Distribution Tax.

- Foreign Investments or Collaborations, if any** - The Company has made the following foreign investments:

(₹ in millions)

Sr. No.	Name of Company where invested	Type of Investment	No. of Securities	Amt in INR Equivalent
1	Thomas Cook (Mauritius) Holding Company Limited, Mauritius	Equity shares of USD 1/- each	1,655,500	73.25
2.	Thomas Cook Lanka (Private) Limited, Sri Lanka	Equity shares of SLR 10/- each	10,767,978	42.77
3.	Visa Inc., USA	Class C (Series I) Common Stock of USD 0.0001/- each	676	0.962

There are no foreign collaborators or foreign investment of collaborators with the Company. However, as on 31st March, 2017, the total Foreign Shareholding is 277225712 shares constituting 75.59 % of the paid-up equity share capital of the Company which includes Promoter holding of 248153725 shares constituting 67.66 %; FI holding of 685734 shares constituting 0.19 %, Foreign Portfolio Investors holding of 27179340 shares constituting 7.41%, NRI holding of 1204633 shares constituting 0.33% and Foreign Banks holding of 2280 shares constituting 0.00%.

II. Information about the appointees:

1. Background details –

Mr. Madhavan Menon, B.A. (Business), George Washington University, USA, MBA, Finance & International Business, George Washington University, USA, born on 12 February 1955, was appointed as an Additional and Executive Director-Foreign Exchange. He was appointed as the Managing Director of Thomas Cook (India) Limited (TCIL) with effect from 27th April 2006. He was re-appointed as the Managing Director for a period of five years with effect from 1st March, 2015.

He has a total experience of over 35 years. His previous assignment prior to joining TCIL was as Chief Operations & Administrative Officer of Birla Sunlife Asset Management Co. (AMC) Ltd, Citi Bank and ANZ Grindlays Bank. His expertise spans over Banking, Finance and Travel-related Foreign Exchange Management.

2. Past Remuneration

Particulars	Amount in ₹		
	For the year ended 31.03.2016	For the Fifteen months period ended 31.03.2015	For the year ended 31.12.2013
Basic Salary, Allowances and Perquisites	2,11,25,375	2,71,78,585	2,17,68,868
PF Contribution	1,135,238	1,419,048	11,02,774
Performance Bonus / Commission	25,000,000	15,000,000	12,896,314
Superannuation / Pension	1,419,046	1,773,810	1,278,471
TOTAL	48,679,659	45,371,443	37,046,427

- Recognition or awards** – He has a total experience of over 35 years. His expertise spans over Banking, Finance and Travel-related Foreign Exchange Management.

- Job profile and his suitability** – Mr. Menon is one of the core managerial personnel, who uses his wide business networks in expanding the business opportunities of the Company. He has overall responsibility for the operations and financial performance of the Company in India, as well as the performance of its subsidiaries in India and abroad. Having regard to the role, responsibility and expertise of Mr. Menon, it would be in the interests of the Company to have him on the Board as Chairman and Managing Director.

- Remuneration proposed** – As stated in Item No. 6(b) of the Notice.

- Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)** – There are no other Companies which are exactly similar to the Company's activities with which details can

be compared for the said purpose. However, the remuneration for the similar position in the industry, having regard to the size of the companies and profile, knowledge and experience of person, is comparable to the remuneration of Mr. Madhavan Menon.

7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any** – None

III. Other Information:

1. Reasons of loss or inadequate profits

The major reasons for inadequacy of profits were due to challenging economic conditions in certain business segments; internal restructuring of businesses by combining business segments and consolidating them under wholly owned subsidiary companies of the Group for better leveraging of synergies; incubation costs of new businesses which are yet to reach critical mass for desired profitability, increased finance cost on account of acquisitions; implementation of IND-AS in place of Indian GAAP; etc. The Company also follows a policy of encouraging subsidiaries to reinvest their earnings and cash generation for growing their businesses to maximise shareholder value at a consolidated level, and hence the standalone results do not show tangible returns on investments made by the subsidiaries.

2. Steps taken or proposed to be taken for improvement

The Company has embarked on a series of strategic and operational measures such as strengthening its online presence, expanding the distribution network through addition of own/franchisee outlets and partnerships, new products especially in leisure travel segment, focusing on improving efficiency and productivity etc. which are expected to result in improvement in the present position. Also, with signs of economic recovery in India and the world, Company expects an increase in the demand for its products and services. The inherent strengths of the Company, especially its reputation, brand recall, deep and wide distribution network, diversified business, huge customer base and team of motivated employees are also expected to enable the Company to position itself during adversities. The Company has chalked out a meticulous plan to drive cost efficiencies and productivity improvements in all business segments with the help of an external specialist and is confident of improving the productivity and profitability across the Group.

3. Expected Increase in productivity and profits in measurable terms

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. It is also driving cost optimization measures aggressively to improve the bottomline. Considering the present business scenario, the Company is expecting sharp growth in revenue and profitability.

IV. Disclosures:

The details of remuneration and other information as required to be disclosed under this heading are given in the Corporate Governance Report of the Company which forms part of the Annual Report.

The copy of the agreements setting out the terms and conditions of appointment and remuneration of Mr. Madhavan Menon, shall be open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. on any working day, excluding Saturdays, Sundays & Public Holidays upto the date of AGM and also available at the AGM.

Except Mr. Madhavan Menon and his relatives, none of the other Directors and Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution mentioned at Item No 6(b) of the Notice.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 6(b) of the accompanying Notice for the approval of 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 2864
Website: www.thomascook.in
E-mail: sharedept@in.thomascook.com
Place: Mumbai
Dated: 25th May, 2017

By Order of the Board

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

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 2864 CIN: L63040MH1978PLC020717
Website: www.thomascook.in E-mail id: sharedept@in.thomascook.com



Dear Member(s)

Sub: Electronic mode of service of documents

As a part of Green initiative by the Ministry of Corporate Affairs (MCA), now members can receive various communications and correspondence including Annual Report through electronic mode i.e. e-mails. In this connection, we request the members to support the green initiative by registering their e-mail id's in the below format to receive various communications to be sent by the Company, electronically.

1. Members holding the shares in physical form may send the communication to the Registrar and Share Transfer Agents (RTA), M/s TSR Darashaw Limited.
2. Members holding the shares in demat form may furnish the details to the respective Depository Participants.

The E-communication registration form should be signed by the sole/first named Member as per the specimen signature recorded with the RTA. Upon a specific request, even after registering the e-communication, members are entitled to receive such communications in physical form.

Thanking You

Yours faithfully

For Thomas Cook (India) Limited

Sd/-

Amit J. Parekh

Company Secretary & Compliance Officer

ACS – 13648



E-COMMUNICATION REGISTRATION FORM

TSR Darashaw Limited

6-10, Haji Moosa Patrawala Indl Estate
20, Dr. E Moses Road, Mahalakshmi,
Mumbai-400 011
Maharashtra, India.

Folio No. / DP ID & Client ID :

Name of the sole/ first named Member :

Name of joint holder(s) :

Permanent Account Number (PAN) :

Bank details :
(for payment of Dividend)

E Mail ID to be registered :

Phone No (with STD Code)/ Mobile No. :
(in case the shares are held in physical form)

Date:

Signature of the Member: _____

Note: Members holding shares in demat form are requested to address and send the E-communication registration form to their depository participant (DP). Members are requested to keep DP/RTA/Company informed as and when there is any change in the e-mail address. Unless the e-mail ID given above is changed by you by sending another communication in writing / e-mail, the Company will continue to send the documents to you on the above mentioned e-mail ID.

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 2864 CIN: L63040MH1978PLC020717

Website: www.thomascook.in | E-mail id: sharedept@in.thomascook.com



ATTENDANCE SLIP

40TH ANNUAL GENERAL MEETING ON WEDNESDAY, 2ND AUGUST, 2017
at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020
(To be presented at the entrance)

TRANSIT FOLIO	Sr. No.
---------------	---------

I/ We hereby record my / our presence at the **40th Annual General Meeting** of Thomas Cook (India) Limited held on Wednesday, 2nd August, 2017 at 3.30 P.M. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020.

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

(*Applicable for members holding Shares in electronic form)

Name of the Member(s) : _____ Shares : _____ Signature: _____

Name of the Proxy holder(s) /
Authorised Representative : _____ Signature: _____

1. Only Member/ Proxy holder / Authorised Representative can attend the Meeting.

2. Member(s) / Proxy holder / Authorised Representative should bring their copies of the Notice and Annual Report for reference at the Meeting.

E-VOTING PARTICULARS

E-VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

NOTES: 1. Please refer to the instructions printed under Notes and Instructions of the Notice of the 40th Annual General Meeting.

2. The Remote E-Voting period commences on Sunday, 30th July, 2017 at 9.00 a.m. IST and ends on Tuesday, 1st August, 2017 at 5.00 p.m. IST. The E-Voting module shall be disabled by NSDL for voting thereafter.

3. Members are requested to bring attendance slip along with them as duplicate slips will not be issued at the venue of the Meeting.

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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 2864 CIN: L63040MH1978PLC020717

Website: www.thomascook.in | E-mail id: sharedept@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)

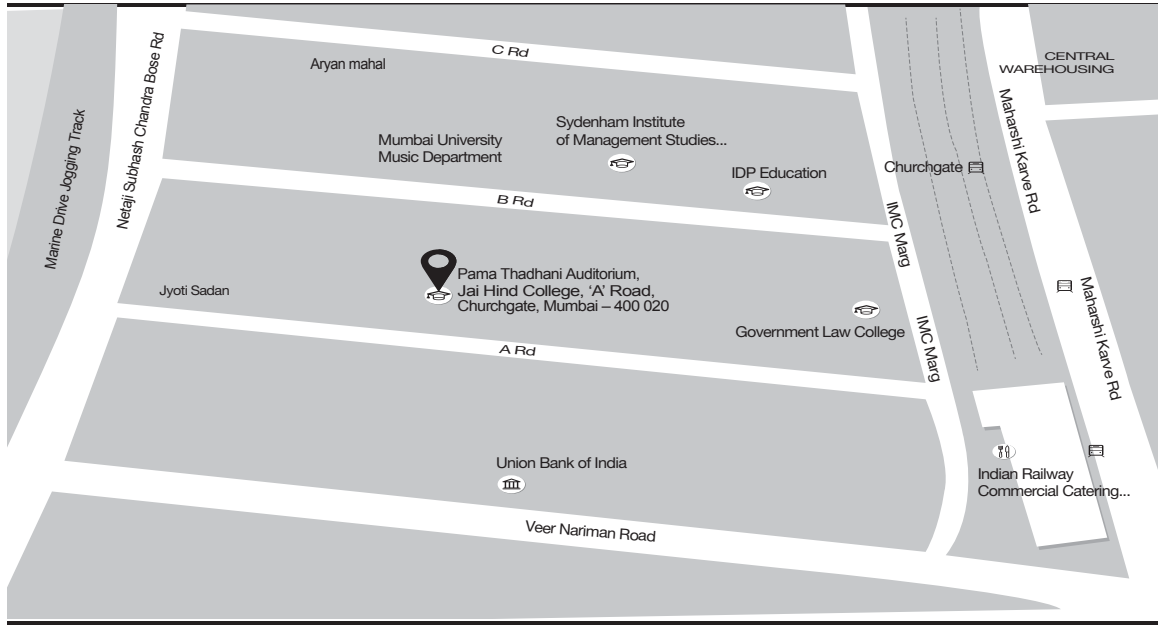
Email ID: _____

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:	Signature:	Signature:
or Failing him/her	or Failing him/her	

as my / our proxy to attend and vote for me / us and on my / our behalf at the 40th Annual General Meeting of the Company to be held on Wednesday 2nd August, 2017 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:

ROUTE MAP



Pama Thadhani Auditorium,
Jai Hind College, 'A' Road, Churchgate,
Mumbai – 400 020

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, 2017 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, 2017 together with the Report of the Auditors thereon.		
2.	To declare Dividend on Equity Shares of Re.1/- each for the financial year ended 31st March, 2017.		
3.	To appoint a Director in place of Mr. Harsha Raghavan (DIN: 01761512) who retires by rotation, and being eligible, offers himself for re-appointment.		
4.	To appoint M/s BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W - 100022), as statutory auditors of the Company in place of M/s Lovelock & Lewes, Chartered Accountants, the retiring auditors and to fix their remuneration.		
Special Business			
5.	Approval for payment of Commission to the Non-Executive Directors of the Company as prescribed under the Companies Act, 2013 for the financial year ended 31st March, 2017.		
6.	a) Approval for and ratification of remuneration paid to Mr. Madhavan Menon, Chairman and Managing Director (DIN: 00008542) for the period from 12th September, 2016 to 31st March, 2017.		
	b) Approval for payment of minimum remuneration to Mr. Madhavan Menon, Chairman and Managing Director (DIN: 00008542) in case of no profits or inadequacy of profits for the period commencing from 1st April, 2017 to 31st August, 2019.		

Signed this _____ day of _____ 2017

Signature of Member(s) _____

Signature of Proxy Holder(s) _____

Affix
Revenue
Stamp

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 48 hours before the commencement of the meeting.
- For the resolutions, statements setting out material facts, notes and instructions please refer to the notice of Annual General Meeting.
- *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of members and proxies in the above box before submission.