



Annual Report 2009

*We go further to make
dreams come true*



Registered office : Thomas Cook (India) Ltd, Thomas Cook Building, Dr D.N. Road, Fort, Mumbai 400001.
www.thomascook.in

Corporate Information

Board of Directors

Heinrich-Ludger Heuberg (Non-Executive Chairman)
Hoshang Shavaksha Billimoria (Non-Executive Independent Director)
Anant Vishnu Rajwade (Non-Executive Independent Director)
Ramesh Savor (Additional & Non-Executive Independent Director)
Mahendra Kumar Sharma (Additional & Non-Executive Independent Director)
Krishnan Ramachandran (Additional & Non-Executive Independent Director)
Madhavan Menon (Managing Director)
Vinayak K. Purohit (Executive Director – Finance)
Rakshit Desai (Executive Director – Travel Services)

Company Secretary

R. R. Kenkare (President & Head – Legal & Company Secretary)

Auditors:

Lovelock & Lewes

Principal Bankers:

Deutsche Bank
HDFC Bank Limited
The Hongkong & Shanghai Banking Corporation Limited
ICICI Bank Limited
IDBI Bank Limited
Scotia Bank
State Bank of India
State Bank of Indore
State Bank of Mysore

Registrars and Share Transfer Agents:

M/s. TSR Darashaw Limited
6-10, Haji Moosa Patrawala Industrial Estate
20, Dr. E. Moses Road, Mahalaxmi
Mumbai – 400 011
Phone: 0091-22-6656 8484
Fax: 0091-22-6656 8494/ 0091-22-6656 8496
Email: csg-unit@tsrdarashaw.com
Website: www.tsrdarashaw.com

Registered Office:

Thomas Cook Building
Dr. D. N. Road, Fort,
Mumbai – 400 001, INDIA
Phone: 0091-22-6609 1700/ 0091-22-6160 3333
Fax: 0091-22-2287 1069/ 0091-22-6609 1454
Email: sharedept@t.co.thomascCook.com
Website: www.thomascCook.in

Call Centre:

Toll-Free Nos. (from BSNL & MTNL lines)
1800-20-99-100/ 1-800-22-COOK (2665)
Alternate No. (from any phone): 0091-22-67 68 69 70
Fax: 0091-22-2529 1196
Email: support@thomascCook.in
SMS: COOK to 567 6700

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We go further
to make dreams
come true





Our Values

We introduced our internal values and each of the letters in the word '**PRIDE**' stands for a value.

P - Pioneering our future.

R - Respect individuals and united as a team

I - Integrity

D - Delighting the customer

E - Excellence

We go further
to make
dreams
come true

We believe that our key differentiator is our people.

We operate in a highly competitive industry in which most things can be copied easily. What makes Thomas Cook different is the ability and attitude of our people.

We believe they are our greatest asset and our vision and values sit at the very core of this philosophy.



TCI – Journeying with you since 1961

Travel Corporation (India) Ltd., or TCI strikes a familiar chord with those who have sought tourism services in the Indian subcontinent, for quite some time now. A member of many national and international travel bodies, TCI's strong network and expertise make it a desired choice for travel, tours and holiday planning to any destination for the modern traveler. Organizing tours since 1961, TCI has years of experience and a record 17 National Tourism Awards for excellence in the travel industry alongside innumerable recognitions from its industry partners. With its innovative approach to tourism, unique promotions, well-guided and organized tours, TCI brings travel experiences closer to the hearts of thousands in India and abroad.

The Deccan Odyssey is a Super-deluxe, luxury train that is benchmarked with the best luxury trains in the world like the Blue Train of South Africa, The Orient Express of Europe and the Eastern & Oriental Express of South-East Asia.

With its well-planned itinerary, the Indian Maharaja is a sheer delight for every kind of traveler. Each aspect of the luxurious train—plush interiors, delectable cuisines and impeccable service—all exude Indian royalty. TCI has a strategic alliance with The Luxury Holidays to bring you this product.

TCI also undertakes to further such new-found synergies, and will bring to you, many such memorable journeys to hitherto unexplored regions across Central-North India in the future.

We invite you – the discerning world traveler and explorer elite – to be a part of this spectacular journey.





We have a range of International and Domestic Holidays to choose from. Pick from any of our group of individual holidays of your choice to enjoy your perfect holiday.

We go that extra mile to make your dreams come true.

Whatever you want, whatever you need, we will make it happen.

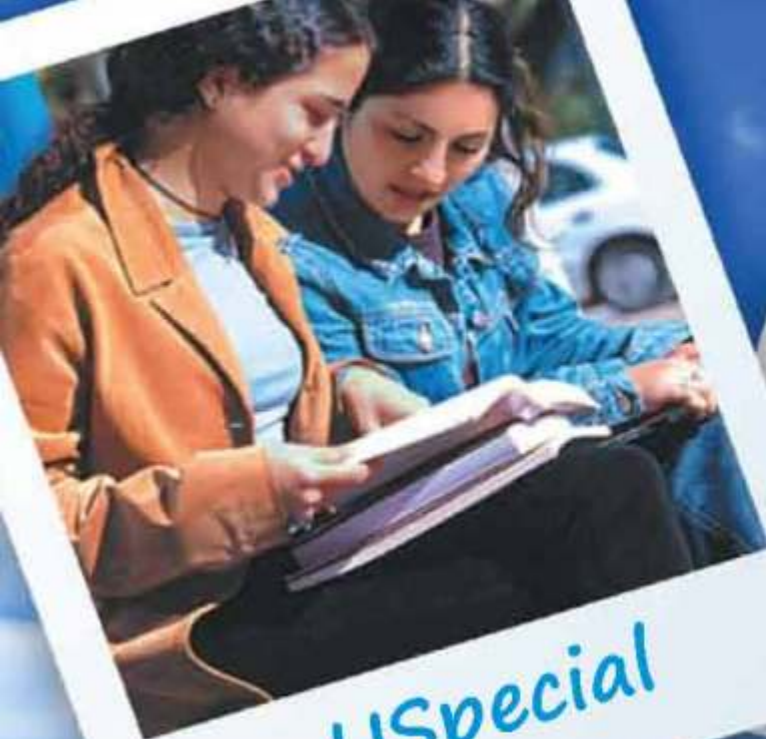


EXQUISITE GETAWAYS FROM THOMAS COOK

We launched our premium luxury holiday brand "Indulgence". For the first time in India, by way of Indulgence, we are offering a highly differentiated premium holiday product that caters to the most discerning luxury traveler. Our experience as an International travel expert has helped us design what we believe is the most dynamic and sophisticated luxury holiday product in the Indian market today.

From having a dedicated relationship manager, providing meet and assist at the airports and arranging for complimentary use of airport lounges world over, Indulgence covers it all.





USpecial



Smart Forex Card



Thomas Cook

Remittances

FOREIGN EXCHANGE

Hospitals



Banks



Post Offices



Malls



Airports

Initiatives in Foreign Exchange during the year:

1. **Tie up with India Post:** Department of Post has the largest network in the world with over 1.55 lakh Post offices. In the first phase of this tie up, we have opened co-branded offices in 5 locations in New Delhi, where a Thomas Cook representative will be present to offer Thomas Cook products and services.
2. TCIL has been awarded the contract for setting up and operating counters exclusively at terminal III of **Delhi International Airport**.
3. Thomas Cook expanded into 20 new cities, mainly tier II and tier III cities. This expansion has increased our total **network from 52 to 72 cities**.
4. During the year, we joined up with **various banks** to offer MoneyGram Money Transfer Service:
 - The Thane Janata Sahakari Bank Ltd. • Rajkot Nagarik Sahakari Bank Ltd. • Shamrao Vithal Co-operative Bank Ltd.
5. TCIL tied up with Apollo and Fortis **Hospitals** to have a TCIL counter inside the hospital premises.

Travel Insurance

The best way to enjoy your stay abroad is to have the security of Travel Insurance. We offer insurance products that are high on service excellence, worldwide coverage and value for money.

And taking our services one step ahead, we launched the following services.

1. **Bajaj Tatkal Life Insurance:** Over-the-counter life insurance for Thomas Cook customers. Ease of issuance (No documentation & no KYC) and risk cover of 25times the premium
2. **Non-travel GI products:** Insurance solutions for motor, medi-claim, personal accident home & shopkeepers,
3. **Lost wallet:** Insures replacement cost of lost/stolen wallet & personal papers. Application fees for applying for the new payment cards are also covered
4. **Fraudulent Charges:** Reimbursement of unauthorized charges on your lost or stolen payment card.
5. **DHL Tie-up:** Proposing to offer 'Uspecial' products (Forex, Insurance, Tickets) to students transacting with DHL



We build on a 169-year history of successfully meeting the travel needs of our customers. Many of the values that our founder Thomas Cook himself instilled in the business when he created it in 1841 still hold true. Today, we are one of the world's leading travel groups, with a focused strategy, a flexible business model, a portfolio of market-leading brands and a team of over 31,000 people who are all committed to our vision of 'going further to make dreams come true' for our customers and delivering sustainable value to our shareholders.

Our products and services



Thomas Cook (India) Limited along with its subsidiaries provides a wide plethora of products and services:

We go further to make dreams come true



FINANCIAL SERVICES

- Foreign Exchange • Currency Notes • MoneyGram money transfer • Travelers cheques
- Draft & Wire Transfers • GlobalMoney card • Cash advance against International Credit Cards • USpecial



HOLIDAYS

- Domestic
Luxury • Group • Customised • Cruise
- International
Luxury • Group • Customised • Cruise
- Inbound
Luxury • Group • Customised • Cruise



TRAVEL MANAGEMENT

- Business Travel
- Hotels
- MICE Meetings Incentives Conferences & Exhibitions



VISA AND PASSPORT SERVICES

INSURANCE SERVICES

- Travel Insurance • Life Insurance • Tatkal Life Insurance • Lost wallet
- Non-Travel General Insurance • Fraudulent Charges

CORPORATE INFORMATION

BOARD OF DIRECTORS

Heinrich-Ludger Heuberg (Non-Executive Chairman)
Hoshang Shavaksha Billimoria (Non-Executive Independent Director)
Anant Vishnu Rajwade (Non-Executive Independent Director)
Ramesh Savoor (Additional & Non-Executive Independent Director)
Mahendra Kumar Sharma (Additional & Non-Executive Independent Director)
Krishnan Ramachandran (Additional & Non-Executive Independent Director)
Madhavan Menon (Managing Director)
Vinayak K. Purohit (Executive Director – Finance)
Rakshit Desai (Executive Director – Travel Services)

COMPANY SECRETARY

R. R. Kenkare (President & Head – Legal & Company Secretary)

AUDITORS:

Lovelock & Lewes

PRINCIPAL BANKERS:

Deutsche Bank
HDFC Bank Limited
The Hongkong & Shanghai Banking Corporation Limited
ICICI Bank Limited
IDBI Bank Limited
Scotia Bank
State Bank of India
State Bank of Indore
State Bank of Mysore

REGISTRARS AND SHARE TRANSFER AGENTS:

M/s. TSR Darashaw Limited
6-10, Haji Moosa Patrawala Industrial Estate
20, Dr. E. Moses Road, Mahalaxmi
Mumbai – 400 011
Phone: 0091-22-6656 8484
Fax: 0091-22-6656 8494/ 0091-22-6656 8496
Email: csg-unit@tsrdarashaw.com
Website: www.tsrdarashaw.com

REGISTERED OFFICE:

Thomas Cook Building
Dr. D. N. Road, Fort,
Mumbai – 400 001, INDIA
Phone: 0091-22-6609 1700/ 0091-22-6160 3333
Fax: 0091-22-2287 1069/ 0091-22-6609 1454
Email: shareddept@in.thomascook.com
Website: www.thomascook.in

CALL CENTRE:

Toll-Free Nos. (from BSNL & MTNL lines)
1800-20-99-100/ 1-800-22-COOK (2665)
Alternate No. (from any phone): 0091-22-67 68 69 70
Fax: 0091-22-2529 1196
Email: support@thomascook.in
SMS: COOK to 567 6700

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Directors' Report

TO THE MEMBERS:

Your Directors have pleasure in presenting the Thirty-third Annual Report, together with the Balance Sheet and Profit and Loss Account for the year ended 31st December 2009.

Rupees in Million

	Year ended 31st December 2009	Year ended 31st December 2008
Revenues	2247	2588
Profit before Taxation and exceptional items	341	536
Provision for Taxation	114	187
Provision for Deferred Taxation	4	(1)
Provision for Fringe Benefit Tax	1	16
Profit after Taxation and before Exceptional item	222	334
Exceptional item, net of taxation	–	32
Profit after Taxation	222	302
Transferred from Reserve U/sec. 80 HHD of the Income Tax Act, 1961	15	18
Transferred to General Reserve	22	34
Proposed Dividend *	80	93
EPS (Basic) after exceptional items	1.06	1.76
EPS (Diluted) after exceptional items	1.03	1.71

* Includes preference share dividend

Operations & Results

The global and local markets continued to witness an economic slowdown for most of 2009. Corporates and individuals alike, remained cautious to spend on travel due to the downturn. When the confidence level in the economy went up during the second half of the year, higher Foreign Institution Inflows made the Rupee stronger. Also lot of volatility was witnessed in Indian Rupee against the major currencies.

For the first time in seven years, the foreign tourist arrivals into India fell by 3% in 2009 distorting the six-year growth rally.

The first-half 2009 saw a steady decline in bookings in the travel & tourism industry, particularly due to the November 26, 2008 terror attack in Mumbai.

Consequently, the revenues reduced by Rs. 341 million to Rs. 2247 million. Costs were saved by Rs. 146 million. Profit before Taxation and exceptional items reduced by Rs. 195 million to Rs. 341 million.

Your Company recorded turnover of Rs. 2247 million and profits before tax and exceptional item of Rs. 341 million with profit after tax being Rs. 222 million for the year ended 31st December 2009. The basic earning per share of the Company is Rs. 1.06.

Utilisation of Rights Issue Proceeds:

During the year ended 31st December 2009, the Company allotted 50,650,699 fully paid up equity shares of Re. 1/- each towards Rights Issue for cash at a price of Rs. 35.50 (including a share premium of Rs. 34.50) per equity share in the ratio of 35 fully paid up equity shares for every 100 fully paid up equity shares held by the existing shareholders on the record date 27th December 2008. Consequently, the issued and paid up equity share capital increased to 211,446,569 shares. The Right Issue Proceeds Utilisation is as below: -

Particulars	Rs. (in mn)	Rs. (in mn)
Inflow: Rights Issue proceeds		1,798.1
Outflow: Preference Share Capital redemption (including redemption premium dividend and dividend distribution tax)	(1,167.6)	
FCNR Loan repayment	(423.8)	
Repayment of commercial paper /short term borrowings	(183.7)	
Expenses pertaining to Rights Issue	(23.0)	(1,798.1)

Lower borrowings, coupled with reduced interest rates negotiations helped your Company in achieving a reduction in the Interest cost from Rs. 299 million in 2008 to Rs. 149 million in 2009 and consequently, the Company was able to make savings of Rs. 150 million.

Thomas Cook Presence:

As of December 2009 end, Thomas Cook (India) Limited, alongwith its subsidiaries, continues to be the largest integrated travel group in India with over 180 locations by way of its own branches, and additional presence by way of General Sales Agents (GSA's), Preferred Sales Agents (PSA's) and Franchisee Offices. We have 180 branches located in 72 cities, over 190 GSA's/ PSA's and around 32 Franchisee Offices across India to have a wider spread and network across the country.

We also have presence in 5 countries outside of India through our representative offices in USA (New York), Spain (Barcelona & Madrid), UK (London), Japan (Tokyo) and Germany (Frankfurt), apart from our subsidiaries in Mauritius and Branch offices in Sri Lanka.

Share Capital Structure:

The share capital structure as of 17th March, 2010 is as follows:

	Authorised Capital:	Rs.	Rs.
	Equity:		
	34,58,27,060 Equity Shares of Re. 1/- each	345,827,060	
	Preference:		
(i)	11,47,60,000 Class 'A', 4.65% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each	1,147,600,000	
(ii)	3,55,294 Class 'B' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each	3,552,940	
(iii)	3,02,000 Class 'C' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each	3,020,000	
(iv)	12,50,00,000 1% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each	1,250,000,000	
			<u>2,750,000,000</u>
	Issued, Subscribed and Paid-up Capital:		
	Equity:		
	211,546,569 Equity Shares of Re. 1/- each	211,546,569	
	Preference:		
(i)	3,19,765 Class 'B' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each	3,197,650	
(ii)	2,71,800 Class 'C' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each	2,718,000	
			<u>217,462,219</u>

Employees Stock Option Scheme (ESOP)

With the objective of motivating and retaining key talent in the organisation and fostering ownership, your Company has framed the Thomas Cook Employees Stock Option Plan 2007 and pursuant to the same, has granted stock options to its employees over the years.

The Recruitment & Remuneration Committee administers and monitors the scheme. The applicable disclosures under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ('the Guidelines') are mentioned in the Annexure to the Directors' Report.

Except for senior managerial personnel and one other person, none of the employees have received options exceeding 5% of the value of the options issued during the year ending December 2009. Likewise, during the year, no employee has been issued share options equal to or exceeding 1% of the issued capital of the Company at the time of grant.

The Recruitment & Remuneration Committee has, subject to the approval of the shareholders at the present general meeting, varied the ESOP Scheme 2007 to the effect that all future grantees shall be granted options at a discount of 10% of the Market Price instead of a 5% discount as provided for earlier. This is in line with changes in the market conditions and towards retaining Key Talent by having a more attractive ESOP Plan. This price shall apply only to fresh grants being made under the scheme.

Dividend

Your Directors recommend dividend on the Class 'B' & Class 'C' Preference shares as per their terms as also seek the ratification of the dividend paid to holders of 10,50,00,000 1% Cumulative Non-Convertible Redeemable Preference Shares on redemption. The Directors are also pleased to recommend a dividend of 37.5% on the equity share capital.

The proposed dividend on the equity capital and preference capital absorbs Rs. 80 million for dividend & Rs. 14 million for Dividend Tax.

General Reserve

Your Directors have resolved to transfer Rs. 22 million to General Reserve out of the profits of the Company. With the transfer, the total reserves stand at Rs. 2508 million as at 31st December 2009.

Directors' Responsibility Statement:

The Directors would like to assure the Members that the financial statements for the year under review conform in their entirety to the requirements of the Companies Act, 1956 pursuant to Section 217 (2AA) and that

1. the Annual Accounts have been prepared in conformity with the applicable Accounting Standards;
2. the Directors have selected such accounting policies and applied them consistently except where otherwise stated in the notes to the accounts and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for that period;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities. The internal auditors have conducted periodic audits to provide reasonable assurances that established policies and procedures of the Company have been followed. However, it must be recognised that there are inherent limitations in weighing the assurances provided by any system on internal controls;

4. the Directors have prepared the annual accounts on a going concern basis.

Promoters

Thomas Cook Group plc

Thomas Cook Group plc is a leading international leisure travel group, created by the merger of MyTravel Group plc and Thomas Cook AG in June 2007. Thomas Cook Group plc is a fully listed company on the London Stock Exchange.

Thomas Cook (India) Limited is a part of Thomas Cook Group. It remains as a subsidiary of TCIM Limited, an unlisted private company, incorporated under the laws of England and Wales having its Registered Office at Peterborough, England, U.K. and holding 55.84% of the post ESOP Issue paid-up equity share capital of the Company. Thomas Cook UK Limited (TCUK) apart from holding 21.44% of the post ESOP Issue paid-up equity share capital of the Company, also holds 100% holding in TCIM Limited. Thus, TCUK indirectly holds 77.27% of the present paid-up equity share capital of the Company.

Group

Pursuant to intimation from the promoters, the name of the Promoters and entities comprising the 'group' are disclosed hereinbelow for the purpose of Regulation 3(1)(e)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and they include the following:

Group

Airtours the Holidaymakers Limited

Thomas Cook Group UK Limited (erstwhile Blue Sea Investments Limited)

Blue Sea Overseas Investments Limited

MyTravel Group plc

MyTravel UK Limited

Sandbrook Overseas Investments Limited

Sandbrook UK Investments Limited

TCIM Ltd.

Thomas Cook Continental Holdings Limited

Thomas Cook Group plc

Thomas Cook Investments (1) Limited

Thomas Cook Investments (2) Limited

Thomas Cook Overseas Limited

Thomas Cook Scheduled Tour Operations Limited

Thomas Cook Tour Operations Limited

Thomas Cook UK Limited

Thomas Cook (India) Limited

Operations in India [including Travel Corporation (India) Limited]

Consolidation of businesses across the Company and its subsidiaries continued through 2009.

During the year, new initiatives were taken like the launch of a complete Print Holidays campaign under the new name 'Holidaywallas'; the venturing into a new segment - the luxury segment with our new luxury brand 'Indulgence'; launch and/ or continuation of products like 'Honeymoon Holidays', 'Holyland tours', 'Rock on series'; launch of new luxury train itinerary, 'The Indian Maharaja – Deccan Odyssey' through our subsidiary Travel Corporation (India) Limited. The Company also started a new marketing campaign for Leisure Travel with focus on new products and change in media mix. A corporate booking tool – the Corporate Travel Module (CTM) was launched and the Company also undertook a back end integration / consolidation exercise through the Service Excellence Centre.

The E-Businesses also launched a gamut of new products & services in 2009 catering to various segments of the customers based on their requirements and travel trends for air and rail ticketing, hotel bookings and branded international holidays; customisable self-booking tool for Corporates, modules for the Visa & Passport Services Team.

Operations in Mauritius

The Mauritian subsidiaries have changed their accounting year to a period of nine months ending 30th September, 2009. During 2009, Thomas Cook Mauritius Operations Company Limited, the foreign exchange arm of the Mauritius Holding entity has seen the implementation of a new front-end business application for its Foreign Exchange business which is under stabilisation. With the increased network of 20 branches, the operations company has exceeded its budgets and last year's numbers.

New business has been signed with parties in the market for increasing the variety of products offered from the branches and the company is further enjoying increased visibility.

Operations in Sri Lanka Branch

The Sri Lanka branch of your Company offers foreign exchange services from the arrival and departure lounge of the Bandaranaike International Airport, Colombo, Sri Lanka and has a staff strength of twenty personnel.

The focus of your Company is to expand its operations beyond the airport by opening branches in various cities as and when the approvals are received from the regulatory authorities. Your Company is also seeking to enhance its scope of license to enable it to play a more constructive role in the financial system of the country.

Post the end of insurgency in Sri Lanka, the inflow of tourists has started to increase. Now with a stable Government in place after the recent elections, the outlook seems positive for the country's economy and your Company would look to capitalize on it.

Accolades and Awards:

Thomas Cook (India) Limited has been the recipient of the following highly prestigious awards in 2009:

- CNBC AWAAZ - Best FOREX Company in India
- CNBC AWAAZ - Best Tour Operator for the second time in a row

Directors

In accordance with Article 131 of the Articles of Association of the Company, Mr. H. S. Billimoria, Mr. A. V. Rajwade and Mr. Rakshit Desai retire by rotation and being eligible, offer themselves for re-appointment to the Board.

Mr. Ramesh Savoor, Mr. Mahendra Kumar Sharma and Mr. Krishnan Ramachandran were appointed as Additional Directors with effect from 29th May 2009. As Additional Directors, Mr. Savoor, Mr. Sharma and Mr. Ramachandran hold office upto the date of the ensuing Annual General Meeting of the Company.

Mr. Vinayak K. Purohit was re-appointed as the Executive Director – Finance of the Company for a period of three years w.e.f. 14th May, 2010.

The Service Agreements of Mr. Madhavan Menon, Managing Director and Mr. Rakshit Desai, Executive Director – Travel Services were varied during the period.

The above appointments, re-appointments and variations form part of the Notice of the Thirty-third Annual General Meeting and the relevant Resolutions are recommended for your approval.

Profiles of these Directors, as required by the Listing Agreement provisions, are given in the Notice/ Corporate Governance Report forming part of this Annual Report.

During the period, Mr. Udayan Bose, Mr. Manny Fontenla-Novoa, Dr. Juergen Bueser, Mr. Roland Zeh, Dr. Angus Porter and Mr. Dilip De resigned from the Company. The Board placed on record its sincere appreciation for the contribution made by the Directors during their tenure as Directors of the Company.

Auditors

M/s. Lovelock & Lewes, Chartered Accountants, Auditors of the Company who retire at the forthcoming Annual General Meeting are eligible for re-appointment and have expressed their willingness to accept office, if re-appointed. They have given a certificate to the effect that the re-appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956. Your Directors recommend their re-appointment.

M/s. PricewaterhouseCoopers, Chartered Accountants, Colombo, Sri Lanka, are recommended for re-appointment as Branch Auditors of the Sri Lanka Branch of the Company.

Auditors' Report

Regarding Sub-Clause (i) of Clause (h) of the Auditors' Report, an application to the Central Government in respect of the appointment and remuneration of Mr. Rakshit Desai, Executive Director – Travel Services, is already made and for which approval is pending.

Regarding Sub-Clause (ii) of Clause (h) of the Auditors' Report, relevant applications to the Central Government in respect of payment of managerial remuneration to Mr. Madhavan Menon and Mr. Vinayak K. Purohit have already been made and for which approvals are pending.

The Management has noted the comments on Corporate Travel Module (CTM) implementation and it is committed to resolving the issues at the earliest.

Subsidiary Companies

The Audited Statement of Accounts along with the Directors' Report of Travel Corporation (India) Limited, Thomas Cook Insurance Services (India) Limited, Thomas Cook Tours Limited, Indian Horizon Travel & Tours Limited and the Consolidated accounts of Thomas Cook (Mauritius) Holding Company Limited for the year ended 31st December, 2009 are separately attached as required under the provisions of Section 212 of the Companies Act, 1956. The Mauritian subsidiaries have changed their accounting year to a period of nine months ending 30th September, 2009. Accordingly, the Consolidated Accounts of Thomas Cook (Mauritius) Holding Company Limited for the nine months ended 30th September, 2009 are separately attached.

Particulars regarding conservation of energy, technology absorption and foreign exchange earnings and expenditure

Your Company being in the Tourism hospitality industry, its activities do not involve in any expenditure on Technology and Research and Development and therefore, the other particulars in the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not required to be submitted.

However, due to the voluntary measures adopted to conserve energy through an energy audit and consequently implementing its recommendation, your Company was able to make a savings in its energy / electricity consumption of 106950 units at the Head Office and 31487 units at its Chembur office.

During the year, the foreign exchange earnings amounted to Rs. 580 million, whereas, the Company has incurred Rs. 65 million as expenditure in foreign currencies towards interest, bank charges, licence fees, professional fees, as well as travelling for promotional activities, subscriptions, etc., as disclosed in Schedule Q Note 2(h) and 2 (f) in the Notes to the accounts.

Fixed Deposits

Your Company has not accepted deposits from the Public within the meaning of Section 58A of the Companies Act, 1956 and as such no amount principal or interest was outstanding on the date of the Balance Sheet.

Listing of Shares

Your Company is listed on two Stock Exchanges in India viz. Bombay Stock Exchange Limited, Mumbai and National Stock Exchange of India Limited, Mumbai. The Company has paid the Listing Fees to both the Stock Exchanges for the Financial Year 2009-2010.

Employees

Relations with the employees continued to be cordial throughout the year. Your Directors place on record their appreciation of the efforts, dedication, commendable teamwork and exemplary contribution of the employees in the various initiatives of the Company and contributing to the performance of the Company during the year under review.

Information pursuant to Section 217(2A) of the Companies Act, 1956

The particulars required under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, forms part of this Report and have been annexed herewith.

Corporate Governance

Your Company continues to be committed to good corporate governance aligned with the best corporate practices. It has also complied with various standards set out by SEBI and the Stock Exchanges where it is listed. The Management Discussion and Analysis Report forms part of this Annual Report.

For the year ended 31st December, 2009, your Company has complied with the requirements of Clause 49 of the Listing Agreement and other applicable rules and regulations with respect to Corporate Governance. A certificate from the Auditors of the Company regarding such compliance of conditions of Corporate Governance is attached to this report. The Company is yet to consider the adoption of "Corporate Governance – Voluntary Guidelines, 2009" recommended by the Ministry of Corporate Affairs and released at the India Corporate Week during 14th to 21st December, 2009.

Pursuant to the requirements of Schedule XIII Part II Section II Clause (C) Proviso (iv) point IV sub-point (2), the following details are being disclosed:

- i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors for the year ended 31st December 2009:

Executive Directors

Name of Director	Salary (Rs.)	Benefits (Rs.)	Bonus/ Commission (Rs.)	Sitting Fees (Rs.)	Pension * (Rs.)	Total (Rs.)	Stock Options
Mr. Madhavan Menon	5,726,688	9,036,031	—	—	859,008	15,621,727	—
Mr. Vinayak K. Purohit	3,533,808	9,420,214	—	—	530,076	13,484,098	—
Mr. Rakshit Desai	8,129,004	15,439,155	—	—	—	23,568,159	—
Sub – Total (a)	17,389,500	33,895,400	—	—	1,389,084	52,673,984	—

* Pension includes Superannuation

Non-Executive Directors

Name of Director	Salary (Rs.)	Benefits (Rs.)	Bonus/ Commission (Rs.)	Sitting Fees (Rs.)	Pension (Rs.)	Total (Rs.)	Stock Options
Mr. Udayan Bose	—	—	209,473	120,000	—	329,473	—
Mr. H. S. Billimoria	—	—	516,603	430,000	—	946,603	—
Mr. A. V. Rajwade	—	—	516,603	410,000	—	926,603	—
Mr. Dilip De	—	—	516,603	180,000	—	696,603	—
Mr. Ramesh Savoor	—	—	307,131	120,000	—	427,131	—
Mr. M. K. Sharma	—	—	307,131	280,000	—	587,131	—
Mr. Krishnan Ramachandran	—	—	307,131	60,000	—	367,131	—
Sub – Total (b)	—	—	2,680,675	1,600,000	—	4,280,675	—
Total (Rs.) (a+b)	—	—	55,354,659	1,600,000	—	56,954,659	—

- With effect from May, 2005, Commission to the Executive Directors was paid on the Return on Equity (ROE) formula.
 - None of the Directors held any shares in the Company as on 31st December 2009 other than Mr. Madhavan Menon, who held 2000 equity shares as on that date.
- ii) Details of fixed component and performance linked incentives along with the performance criteria:

Name of Director	Salary	
	Fixed (Rs.)	Performance Linked Incentives (Rs.)
Mr. Madhavan Menon	15,621,727	—
Mr. Vinayak K. Purohit	13,484,098	—
Mr. Rakshit Desai	23,568,159	—
Total	52,673,984	—

Performance criteria

The Recruitment & Remuneration Committee determines and recommends to the Board, the compensation of the Directors and employees. The key components of the Company's Remuneration Policy, as approved by the Recruitment & Remuneration Committee are:

- Compensation is an important element to retain talent.
- Compensation will be competitive and would factor in, the market compensation levels.
- There will be a variable component in the total Compensation, and that will be linked to the individual, business and organization performance.
- Compensation will be transparent, fair and simple to administer.
- Compensation will be fully Legal and Tax compliant, as per the relevant laws in place.
- ESOPs may be granted having regard to the role / designation, length of service, past performance record, future potential and/or such other criteria

The shareholders approve the compensation of the Executive Directors for the entire period of their term. The compensation payable to each of the Independent Director is limited to a fixed percentage of profits per year as recommended by the Recruitment & Remuneration Committee. The aggregate of these is within the limit of 1% of the net profits of the Company for the year in respect of Non Executive Directors, calculated as per the provisions of the Companies Act 1956, as approved by

the shareholders, and is separately disclosed in the financial statements. The actual amount of commission payable to each Non-Executive Director is decided by the Board based on the overall contribution and role of such Directors.

The role and the involvement of the Non-Executive Directors as members of the Board and its Committees, has undergone qualitative changes pursuant to more stringent accounting standards and corporate governance norms. Further, in view of the scale and expertise required for the Company's business, the Company has paid sitting fees at the rate of Rs. 10,000/- per meeting to the Non-Executive Independent Directors for attending the meetings of the Board, Audit Committee, Share Transfer & Shareholders' / Investors' Grievance Committee and Recruitment & Remuneration Committee constituted by the Board. With effect from 29th April 2009, sitting fees for attending Board and Audit Committee Meetings has been increased to Rs. 20,000/- per meeting.

iii) Details of Service Contracts, Notice Period, etc. of all the Directors for the financial year ended 31st December 2009

Name of Director	Service Contract	Period	Notice Period	Severance fees, if any
Mr. Madhavan Menon	Yes	1st May 2009 to 30th April 2012	6 months	As decided by the management
Mr. Vinayak K. Purohit	Yes	14th May 2007 to 13th May 2010	3 months	As decided by the management
Mr. Rakshit Desai	Yes	25th November 2008 to 24th November 2010	3 months	As decided by the management
Non-Executive Directors	No	None. The Non-Executive Directors liable to retire by rotation, get re-appointed as per the Articles of Association of the Company and the Companies Act, 1956	None	None

iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:

Note: None of the non-executive directors were issued/ granted employee stock options under the Thomas Cook Employee Stock Option Scheme 2007 as on 31st December 2009

Name of the Director	2007		2008		2009	
	Options issued	Discount %	Options issued	Discount %	Options issued	Discount %
Mr. Madhavan Menon	205000	5%	250500	5%	—	NA
Mr. Vinayak K. Purohit	162500	5%	185000	5%	—	NA
Mr. Rakshit Desai	—	NA	—	NA	—	NA

Period of accrual: 1/3rd of the options granted, vest every year, over 3 years

Exercise Period: All the options are exercisable over a period of 10 years from the respective grant dates

Acknowledgments

Your Directors thank all the Shareholders, Customers, Vendors for their continued support throughout the year. We also thank Ministry of Tourism, Reserve Bank of India and other Banks, Financial Institutions, Government of India, State Governments, and other Government agencies for the support extended by them and also look forward to their continued support in future.

Your Directors also wish to place on record their appreciation of the contribution made by the Company's employees at all levels but for whose hard work, solidarity and support your Company's consistent growth would not have been even possible.

FOR AND ON BEHALF OF THE BOARD

MADHAVAN MENON — Managing Director
VINAYAK K. PUROHIT — Executive Director - Finance

Mumbai

Dated: 17th March, 2010

Annexure to the Directors' Report

Information as required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended 31st December 2009.

Sr. No.	Name	Age	Designation	Remuneration	Nature of Duties	Qualification	Total Experience	Date of joining	Last Employment
1	Mr. Asaithambi S. \$	58	Peon	1,919,671	Responsible for documentation (passport & visa) of corporate travel function in Chennai	S.S.C.	36	1-Mar-73	Started his career with Thomas Cook (India) Limited
2	Mr. Athaide Robert \$	59	Accountant	2,093,541	Responsible for operating Cash counter in Head Office.	S.S.C.	38	2-May-73	Freight Carriers
3	Mr. Chadha Sunil \$	47	General Manager - Foreign Exchange	4,084,348	Responsible for Business Development of Foreign Exchange in North India & Rajasthan	B.Com.	21	1-Feb-94	LKP Forex Limited
4	Mr. Dalal Alpesh \$	35	Head - Corporate Finance	572,273	Responsible for Corporate Finance	B.Com., A.C.A.	10	8-May-06	Wockhardt Limited
5	Ms. Dangi Dhanvanti	39	Associate Vice President - Treasury & Branch Controller	2,815,743	Responsible for management of Treasury functions and funds flow in India	B.Com., A.C.A.	14	14-Jan-08	Crest Animation Studios Limited
6	Mr. Dawe Sohrab	44	Vice President - Information Technology	4,290,354	Responsible for developing and managing the Information Technology systems and network for the Company and its subsidiaries in India and overseas	MHRDM, B.Com., Software Application	23	9-Apr-07	Lavasa Corporation Limited
7	Mr. Desai Rakshit	34	Executive Director - Travel Services	23,568,159	Overall responsibility for the growth and operations of the Travel Businesses - Corporate Travel, Leisure - Outbound, Inbound and Domestic. Also Director on the Board of the Company	MBA - International Business, M.Sc. - Economics, PWE	11	25-Nov-08	Thomas Cook Group plc (UK)
8	Mr. Devgon Ashish	39	Associate Vice President - Foreign Exchange	3,452,723	Responsible for the Management & Growth of Foreign Exchange business in North India	B.E., M.B.A.	17	18-Oct-99	Punwire Mobile Communications Limited
9	Ms. Dosabhai Maharukh	49	Associate Vice President - Human Resources	2,776,846	Responsible for Personnel, Compensation & Benefits, Performance Management functions of the Human Resources Department. Also responsible for Industrial Relations and employee welfare related matters	M.Sc., M.A.M.	26	1-Jan-91	Mazda Industries Limited
10	Ms. Florence Deepma Michael \$	53	Assistant Manager - Corporate Travel	1,446,895	Responsible for management of corporate customers of Corporate Travel business in Bangalore	B.Com.	30	15-Apr-85	Bharat Travels
11	Mr. Garg Anil \$	47	Senior Manager - Accounts	993,157	Responsible for Administration function in North India	B.Com.	26	1-Apr-01	LKP Forex Limited
12	Mr. George A \$	58	Senior Accounts Manager - Northern Region	3,841,591	Responsible for Finance & Accounts Function in North India	B.Com., Dip. in Mgmt., P.G.Dip in Fin. Mgmt	36	26-Dec-73	Started his career with Thomas Cook (India) Limited
13	Mr. Gupta Kailash	36	General Manager - Accounts	2,530,533	Responsible for the Finance and Accounts Function of the Company in India, as also of its subsidiaries in India	B.Com., A.C.A.	14	12-Sep-07	Peninsula Asset Management Company Limited
14	Ms. Gupta Mallika \$	36	Senior Manager - Foreign Exchange	1,619,394	Responsible for Business Development of Foreign Exchange in Gurgaon	B.A.	15	1-Feb-98	LKP Forex Limited
15	Ms. Gupta Nalini \$	56	President & Head - Marketing	13,227,350	Responsible for the Marketing and Corporate Communication Functions of the Company	MMM, B.Com., Dip. in Mass Commu., Dip. in French	33	1-May-07	South African Airways
16	Mr. John Cephas \$	35	General Manager - Dealings	2,367,230	In charge of front office Dealing Desk for half year. For the remaining part of the year, responsible for growth & management of Foreign Exchange business in Tamil Nadu	B.Sc., PGDCP, AATAP	13	22-Aug-96	Started his career with Thomas Cook (India) Limited
17	Mr. Kale Rajeev D.	40	Senior Vice President & Head - M.I.C.E.	4,235,833	Responsible for growth and operations of the M.I.C.E. (Meetings, Incentives, Conferences & Exhibitions) Division of the Leisure Travel (Outbound) business of the Company	B.Com.	17	1-May-07	Cox & Kings India Private Limited
18	Mr. Kapoor Rajeev \$	43	Manager - Corporate Travel	1,322,271	Responsible for Corporate Travel branch at Panchkuin Road, New Delhi	B.Com.	22	1-Feb-89	Guard Electronics Limited
19	Mr. Kenkare Rambhau R.	44	President & Head - Legal and Company Secretary	7,850,856	Responsible for compliance of the Indian Operations and subsidiaries including IOR countries; Secretary - Board, Audit Committee, Share Transfer & Shareholders Investors Grievance Committee, Sub Committee; OMBUDSPERSON: Whistle Blower Policy, Fraud & Theft Reporting Policy; Compliance Officer: Corporate Governance, Prevention of Insider Trading Policy. Head of Compliance: Anti Money Laundering Guidelines. Overseeing The VISA & Passport Services Business	B. Com, L.L.B, F.C.S, A.C.I.S.(UK), M.I.C.A.	20	1-Dec-98	Blue Dart Express Limited
20	Mr. Khaliq Abdul \$	42	General Manager - MICE, (South & East India)	2,541,777	Responsible for MICE Function of Leisure Travel (Outbound) in South & East India	B.Com., MBA	20	13-Dec-07	Kuoni Travel (India) Private Limited

Sr. No.	Name	Age	Designation	Remuneration	Nature of Duties	Qualification	Total Experience	Date of joining	Last Employment
21	Mr. Krishna Mohan	40	AVP-Foreign Exchange	2,534,869	Responsible for the Management & Growth of Foreign Exchange business in South India	B.Com., ICWAI, MBA - Marketing	15	1-Feb-96	M/s. Interglobe Air Transport
22	Mr. Mantry Kuldeep	39	Senior Vice President - Business Process Improvement & Audit	3,336,713	Responsible for the Business Process Improvement & Audit function of the Company on an all India Basis.	B.Com., A.C.A.	15	27-Jul-06	Syntel Inc.
23	Ms. Mehta Lata \$	43	Senior Manager - Call Centre Operations	2,044,214	Responsible for operations of Call Centre at Chembur, Mumbai	M.Com.	20	7-Apr-00	Magus Marketing Information Limited
24	Mr. Mehta Parag \$	48	President & Head - Foreign Exchange	5,209,494	Responsible for the Foreign Exchange business of the Company, including the Dealings front office function	B.Sc., Executive Business Management from Harvard	19	1-Jan-90	LKP Forex Limited
25	Mr. Menon Madhavan	55	Managing Director	15,621,727	Overall responsibility for the operations and financial performance of the Company's operations in India as well as the performance of subsidiaries in India and IOR countries.	B.A. (Business) - George Washington University, USA, MBA (Fin. & Intl. Buss.) - George Washington University, USA	31	2-May-00	Birla Sun Life Asset Management Company (AMC) Ltd.
26	Mr. Nagpal Deepak \$	41	Senior Manager - Foreign Exchange	1,975,198	Responsible for Personnel Function of HR department pan India	B.A., Post Grad.- Mktg. Mgmt.	20	1-Nov-99	LKP Forex Limited
27	Ms. Nagpure Chhaya \$	43	Senior Manager - Human Resources	1,600,902	Responsible for Personnel Function of HR department pan India	M.Sc. (Part I), MLS, Dip. in HRD	17	1-Jul-99	LKP Forex Limited
28	Mr. Nair P N Sivaraman \$	59	Associate Vice President - Credit Control	5,579,984	Responsible for Credit Control Function All India	B.A.	37	18-Aug-93	Trade Wings Limited
29	Dr. Nair Prasanth	39	President & Head - Human Resources & Special Projects	5,633,043	Responsible for the Human Resources Function and Financial Services Business and other special projects of the Company.	B.Tech., Fellow Programme in Management (Doctoral Programme, IIM Ahmedabad)	12	9-May-05	Wockhardt Limited
30	Mr. Nair Suraj	39	Vice President - Strategy & Planning	2,844,078	Responsible for strategy and planning for Corporate Travel business and project execution for Corporate Travel	MBA, PGDBM, B.Sc., International Dip. in Computer Prog. & Appl.	17	7-Jun-07	American Express
31	Mr. Nandy Debasis	44	Vice President - Finance & Controller	5,486,358	Responsible for the Finance and Accounts Function of the Company in India, as also of its subsidiaries in India and abroad	B.Com, A.C.A.	22	14-Nov-08	Nicholas Piramal India Limited
32	Mr. Pai Madhav \$	46	Chief Operating Officer - Leisure Travel Outbound Tours (Products & Development)	1,803,164	Responsible for FIT & GIT Products of Leisure Travel (Outbound) business and management of tour operations pan India	B.A., Hotel Management	26	1-Sep-09	SOTC Tours & Travels
33	Mr. Pandey Amitabh	51	President & Head - E-Business	6,308,167	Responsible for conceptualising and implementing the E-Business strategy for the Company, creating thereby, a new business channel resulting in overall growth of business	M.A. (Economics), B.A Hons (Economics)	28	1-Jun-07	IRCTC Limited, Ministry of Railways, Govt. of India
34	Ms. Pereira Suzanne	43	Associate Vice President - Internet Services	2,566,233	Responsible for managing E-Business & call centre shop at Chembur, Mumbai	B.Sc., IATA-UFTAA	21	15-Sep-90	Travel Height
35	Ms. Pimenta June	58	Senior Vice President - Foreign Exchange	3,232,510	Responsible for Processes, Systems and RBI matters related to the Foreign Exchange business; Holds additional responsibility as Principal Officer - Foreign Exchange.	B.Sc.	31	22-Jan-79	Film World
36	Mr. Purohit Vinayak K	54	Executive Director - Finance	13,484,098	Overall responsibility for Finance and Accounting function of the Company in India as also its subsidiaries in India and overseas. Also oversees the Administration function of the Company	B.Com., A.C.A.	29	14-May-07	HT Media Limited
37	Mr. Rajkumar Jerome \$	44	General Manager - Foreign Exchange	4,116,482	Responsible for the Management & Growth of Foreign Exchange business in Tamil Nadu	B.Com.	22	1-Sep-92	LKP Forex Limited
38	Ms. Rao Selvi \$	53	General Manager - Leisure Travel (Outbound)	2,542,703	Responsible for the Management of Leisure Travel (Outbound) branch at Spencer Plaza, Chennai	B.A. (Psychology), M.A. (Social Work)	30	2-Nov-79	Started her career with Thomas Cook (India) Limited
39	Ms. Sehan Tonia\$	45	Head - Operations, Corporate Travel	758,879	Responsible for management of Corporate Travel operations all India	B.A., M.A. (Tourism)	24	10-Sep-09	Carlson Wagonlit Travel
40	Mr. Sengupta Saibal	44	Head - Financial Services	3,640,996	Responsible for Management and growth of the Financial Services Business of the Company	B.Com., Executive Development Prog., Key Account Management	22	15-Nov-07	Bharti AXA Life Insurance Company

Sr. No.	Name	Age	Designation	Remuneration	Nature of Duties	Qualification	Total Experience	Date of joining	Last Employment
41	Mr. Sethi Vijay \$	49	Vice President & Head - Service Quality & Customer Care	1,462,107	Responsible for ensuring all aspects of Customer Service performance standards, across all businesses, with specific focus on processes, Customer Service and performance optimisation. Redressal of Customer complaints and service recovery.	B.A., Dip. in Reception & Booking, Dip. in Hotel Management & Catering	30	1-May-07	Jet Airways
42	Mr. Sharma Ashish	37	Associate Vice President - Foreign Exchange	2,530,153	Responsible for the Management & Growth of Foreign Exchange business in Gujarat & Rajasthan	B.Sc., PG Diploma in Marketing Mgmt., Course in MS Office	16	7-Sep-94	Lupin Laboratories Limited
43	Mr. Sharma Dheeraj \$	39	Senior Manager - Foreign Exchange	2,768,036	Responsible for management of Foreign Exchange counters at New Delhi International Airport	B.Com., MBA	16	5-Apr-00	Ceat Financial Services Limited
44	Ms. Sharma Supriya \$	57	General Manager - Travel Businesses, North	3,756,086	Responsible for Finance & Accounts Function in North India	B.Sc.	32	14-Aug-78	Asiatic Travel
45	Mr. Shetty Lavin \$	41	Regional Manager - VISA & Passport Services-West	1,213,679	Responsible for growth & management of Passport & Visa Services in West	B.Sc., DBA	19	16-Mar-09	Vikram Logistics
46	Mr. Srinivasan Anil	48	Chief Operating Officer - Visa and Passport Services & Sri Lankan Operations	5,200,500	Responsible for the growth and operations of the Corporate Travel business in India; Responsible for conceptualising and initiating and growth of the Visa & Passport Services Business of the Company	M.Com., IATA (Adv.), MDBA	30	16-Aug-79	Started his career with Thomas Cook (India) Limited
47	Mr. Sudhakar Sukumar \$	46	Head - Visa & Passport Services	2,599,535	Responsible for: (a) conceptualising and setting up the Visa & Passport Services Business of the Company; (b) planning the growth of the Visa & Passport Services Business in the retail market.	M.Sc., B.Sc., PGDHR	24	21-May-08	HRG SITA India
48	Mr. Suri Sunit	43	Chief Operating Officer - Leisure Travel (Inbound)	5,506,599	Responsible for growth and operations of the Leisure Travel Inbound business of the Company through its branches in India and overseas offices	B.Com., Inter ICWA	20	18-Oct-07	Kuoni Travels Limited
49	Mr. Suri Vishal	42	Chief Operating Officer - Leisure Travel (Outbound) Retail	7,439,859	Responsible for growth and operations of the Leisure Travel (Outbound & Domestic) business in India	B.E.- Electrical, MSP	20	7-Nov-05	Bharti Tele-Ventures Limited
50	Mr. Thangaraj J.	38	Associate Vice President - Human Resources	2,638,610	Responsible for Talent Acquisition and Talent Development	B.Sc., M.A. (Human Resources), MBA	16	1-Mar-06	Hindustan Cargo Limited
51	Mr. Thatte Amod	38	Associate Vice President - Leisure Travel (Outbound)	2,585,884	Business Head of the FIT Business of Leisure Travel (Outbound) of the Company	B.E. (Machine Tools), MMS (Mktg.)	14	29-Jan-01	Blow Plast Limited
52	Mr. Thool Shrikant \$	32	Customer Facilitation Executive - Corporate Travel	625,714	Responsible for meeting & assisting Indian & International Clients of Corporate Travel business at International Airport, Mumbai	B.Com.	8	12-May-08	IBM Daksh Limited

- Notes: 1. The nature of employment of Directors is contractual.
2. Remuneration as shown above includes Salary, Bonus, Commission, House Rent Allowance, Company's contribution to Provident Fund and other funds and expenditure incurred by the Company on Housing, Car, Electricity, Water, Gas, Medical and Leave Travel Allowance and other allowances. Wherever the actual costs are not ascertainable, monetary value of those perquisites as per Income-tax Rules, 1962 has been considered.
3. Gratuity is contributed for the Company as a whole and hence excluded.
4. None of the employees mentioned above is a relative of any Director of the Company.
5. \$ Employed for part of the year and in receipt of remuneration aggregating to Rs. 2,00,000/- per month.

FOR AND ON BEHALF OF THE BOARD

MADHAVAN MENON – Managing Director
 VINAYAK K. PUROHIT – Executive Director - Finance
 Mumbai
 Dated: 17th March, 2010

Annexure to the Directors' Report

Disclosures under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 for the year ended 31st December, 2009

11

	Scheme Name: ESOP 2007	Granted on 25th July 2007	Granted on 10th July 2008	Granted on 20th March 2009
1.	Options Granted	1104125	1414250	2194725
2.	Pricing Formula	95% of the closing market price on that exchange where higher shares are traded	95% of the closing market price on that exchange where higher shares are traded	95% of the closing market price on that exchange where higher shares are traded
3.	Options Vested and exercisable	542946	364496	None vested so far
4.	Options Exercised	13540	0	0
5.	Total number of Ordinary Shares arising as a result of exercise of Options	13540	0	0
6.	Options Lapsed/ Forfeited/ Cancelled	276085	320750	126000
7.	Variations of terms of Options	The ESOP 2007 Scheme was amended vide Postal Ballot Notice dated 21 August 2007 and approved on 12th October 2007, for the purposes of recovering the Fringe Benefit Tax (FBT) from the employees and varying certain terms of the Scheme according to SEBI guidelines	None	None
8.	Money realised by exercise of the Options	Rs. 7,026,990.60	N.A.	N.A.
9.	Total number of Options in force (vested + Unvested)	814500	1093500	2149725
10.	i) Details of Options granted to senior managerial personnel in 2009 ii) Any other employee who receives in any One Year of grant of Option amounting to 5% or more of Options granted during the Year iii) Identified employees, who were granted Options, during any One Year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of the grant	Appendix – A Appendix – B None		
11.	Diluted Earning Per Share (EPS) calculated in accordance with Accounting Standard 20 issued by ICAI for the year ended December 31 2009.	1.03		
12.	i) Method of calculation of employee compensation cost ii) Difference between the employee compensation cost so computed at (i) above and the employee compensation cost that shall have been recognized if fair value of Options had been used iii) The impact of difference on profits and EPS of the Company for the year ended December 31, 2007 had fair value Options had been used for accounting Employee Options	Intrinsic Value Method Reported Profits: 221,647,447 Add: Intrinsic Value: 3,711,487 Less: Fair Value: 41,901,176 Adjusted Profits: 183,457,758 Reported Basic EPS: 1.06 Adjusted Basic EPS: 0.87 Reported Diluted EPS: 1.03 Adjusted Diluted EPS: 0.85		
13.	Weighted Average exercise price of options granted during the year is less than market price of stock on the grant date	Rs. 30.31		

14.	A description of method and significant assumptions used during the year to estimate the fair value of Options granted during the year The fair value of options has been calculated by using Black Schole's Method. The assumptions used in the above are:	
	1) Risk free Interest Rate	6.73%- 6.90%
	2) Expected Life	5.50 – 6.50 years
	3) Expected Volatility based on daily closing Market Price	49.72% - 46.64%
	4) Expected Dividend Yield	0.86%
	5) The price of underlying share in the market at the time of grant	31.90

Appendix – A (Details of options granted to and accepted by Senior Managerial Personnel)

Sr. No.	Name of Senior Managerial Personnel	Designation	No. of Options Offered and accepted in 2007	No. of Options Offered and accepted in 2008	No. of Options Offered and accepted in 2009
1.	Mr. Madhavan Menon	Managing Director	205000	250500	—
2.	Mr. Vinayak K. Purohit	Executive Director – Finance	162500	185000	—
3.	Mrs. Nalini Gupta	President & Head – Travel Businesses	150000	185000	—
4.	Mr. Gautam Sharma	President & Head – Marketing & Financial Services	108750	—	—
5.	Mr. Parag Mehta	President & Head – Foreign Exchange	108750	100000	—
6.	Mr. Amitabh Pandey	President & Head – E-Businesses	63750	86000	116100
7.	Dr. D. Prasanth Nair	President & Head – Human Resources & Special Projects	56750	86000	116100
8.	Mr. R. R. Kenkare	President & Head – Legal & Company Secretary	—	—	261375
		TOTAL	855500	892500	493575

Appendix – B (employees, apart from Senior Managerial Personnel, who received in 2009, grants of Options amounting to 5% or more of Options granted during 2009)

Sr. No.	Name of Employee	Designation	Options offered in 2009	Percentage of options offered in 2009
1.	Mr. Sunit Suri	Chief Operating Officer – Leisure Travel (Inbound)	122850	5.60%
		TOTAL	122850	

Employees, apart from Senior Managerial Personnel, who received in 2008, grants of Options amounting to 5% or more of Options granted during 2008

Sr. No.	Name of Employee	Designation	Options offered in 2008	Percentage of options offered in 2008
1.	Mr. Vishal Suri	Chief Operating Officer – Leisure Travel (Outbound) & Domestic	73000	5.16%
2.	Mr. Sunit Suri	Chief Operating Officer – Leisure Travel (Inbound)	78000	5.52%
		TOTAL	151000	

(Note: There were no employees who received in 2007, grants of Options amounting to 5% or more of Options granted during 2007)

FOR AND ON BEHALF OF THE BOARD

MADHAVAN MENON – Managing Director
VINAYAK K. PUROHIT – Executive Director - Finance

Mumbai
Dated: 17th March, 2010

The Management Discussion and Analysis Report

India Travel and Tourism Industry

India's first major civilisation flourished along the Indus River valley nearly five thousand years ago. In a country as diverse and complex as India, it is not surprising to find that people here reflect the rich glories of the past, the culture, traditions and values relative to geographic locations and the numerous distinctive manners, habits and food that will always remain truly Indian. It is this rich cultural heritage, natural beauty, diversity of religion and traditional medicare that attracts visitors from around the world.

The last two years have shown a de-growth over previous years primarily due to the economic slowdown witnessed in the global and local markets and the frequent terror attacks.

The travel market is changing dramatically. With the internet, e-mails, mobile phones and other communication technology becoming a part of daily lives, a whole world of information and choices are available to today's travellers, which make it

critical for the travel agents to constantly innovate in order to understand the customer's needs and expectations.

Domestic tourism is growing rapidly. Earlier, one had to plan holidays in advance. But now, with improved air-connectivity and more options, one can plan a holiday at short notice and cover long distances. Many destinations are getting a boost due to their tie-ups with airlines. Many domestic travellers are making use of the option. The destinations and packages offered vary according to the season. The travel packages, which were aimed at luring foreigners to India, are also helping boost domestic tourism like ayurveda and spa.

Uncertainties such as terror attacks, epidemics, conflicts, natural calamities and the effects of the global business downturns are risks the travel and tourism industry will be susceptible to; these perils cannot be disregarded in the future.

A statement giving Foreign Tourist Arrivals in India and Foreign Exchange Earnings from tourism for the last eleven years i.e. 1999 to 2009 are given below:

Foreign Tourist Arrivals and estimated Foreign Exchange Earnings during the years 1999-2009

Year	Foreign Tourist Arrivals (in million nos.)	Percentage Change Over Previous Year	Estimated Foreign Exchange Earnings (Rs. in Crore)	Percentage Change Over Previous Year	Estimated Foreign Exchange (in Million US\$)	Percentage Change Over Previous Year
1999	2.48	5.2	12951	6.6	3009	2.1
2000	2.65	6.7	15626	20.7	3460	15.0
2001	2.54	-4.2	15083	-3.5	3198	-7.6
2002	2.38	-6.0	15064	-0.1	3103	-3.0
2003	2.73	14.3	20729	37.6	4463	43.8
2004	3.46	26.8	27944	34.8	6170	38.2
2005	3.92	13.3	33123	18.5	7493	21.4
2006	4.45	13.5	39025*	17.8	8634	15.2
2007	5.08	14.3	44360*	13.7	10729*	24.3
2008	5.28	4.0	50730@	14.4	11747@	9.5
2009	5.11@	-3.3@	54960@	8.3@	11394@	-3.0@

* Revised Estimates @ Advance Estimates

(Source: Market Research Division of the Ministry of Tourism)

Though the growth rate for 2009 is (-)3.3%, it is better than UNWTO's projected growth rate of (-)6% to (-)4% for the world.

SPECIAL GOVERNMENT INITIATIVES

The Ministry of Tourism, Government of India has undertaken several confidence building measures with a view to giving a boost to the tourism industry in the aftermath of the global economic slow down and the terrorist attacks in Mumbai.

The following incentives have been offered by the Ministry to the tourism industry:

- Enhanced benefits under the Market Development Assistance (MDA) Scheme.
- Familiarisation (FAM) Tours for Overseas Media and Travel Trade Representatives: As part of the confidence building measures, FAM tours for trade and media representatives to Mumbai and other regions of the country have been specially organized by the overseas India tourism offices, to project the ground realities relating to safety/security conditions in the country.

- c) **Road Shows:** A series of Road Shows are being organized in important tourist generating countries, in collaboration with the Indian Association of Tour Operators and with participation of different segments of the tourism industry. The focus of these Road Shows is on one-to-one business meetings between the seller delegates from India and buyer delegates overseas, with a view to promoting inbound tourism to India.
- d) **Visit India Year 2009:** The Year 2009 was declared as the Visit India Year. Diverse and complex cultures, traditions and values; the varied Indian lifestyles and climatic conditions (eternal snows of the Himalayas, the peninsula of the far South, the deserts of the West, the humid deltas of the East, the dry heat and cold of the Central Plateau, the cool forest foothills); the colourful mosaic of Indian festivals and fairs are just some of the reasons for people to visit India.
- e) **Commonwealth Games 2010:** To make maximum use of the opportunities that will be presented to India when we host the 2010 Commonwealth Games in New Delhi. The Games are expected to significantly boost tourism in India.

Present Scenario

India's GDP in 2008-09 declined to 6.7% after a consecutive 9% growth rate in the preceding three years.

2009 has witnessed a sharp volatility in the Indian Rupee versus the major currencies. Inflation (WPI), which was at 4.4% at the beginning of 2009, going negative to -1.6% in June-July 2009 peaked to 7.3% in December 2009. The Foreign exchange (forex) reserves in foreign currency assets have gone down from USD 3,489.40 bn in 2008 to USD 3,230.33 bn in 2009.

During 2009, corporates continued to hold back their spends on travel and entertainment due to recession. Indian leisure travellers remained cautious in spending on holidays. Recession in the European and US markets affected the inflow of foreign tourists. Terror attacks in November 2008 kept the tourists away from India during the first quarter of 2009, which is the peak tourist season. Volatility in Indian Rupee affected the foreign exchange margins. All the above impacted the financial performance of your Company in 2009.

FINANCIAL SERVICES

Forex market in India is a regulated market and volumes are closely tied up to Dollar-Rupee exchange rate.

Your Company is the market leader in forex and offers various services like currency exchange, money transfer, remittance, Travelers cheques, pay orders, wire transfers and pre-paid cards.

It caters to the forex needs across various segments of customers such as leisure outbound travelers, travelers for migration,

employment and medical treatment, students travelling abroad for studies, inbound tourists, business travelers, banks, non bank retailers and money changers.

Your Company handled 1.3 million transactions in 2009 and is the one of largest exporter in world for bank notes. It handles 60% of India's foreign currency bank notes. It has a largest distribution of 172 locations in 70 cities amongst the forex players in the country.

After depreciation in Rupee Vs Dollar in 2008, the year 2009 witnessed a volatility in Rupee Vs Dollar. It depreciated by 6% during Quarter 1 and then appreciated by 10% by the year end. As the confidence level in the economy went up, during the second half of the year, higher Foreign Institution Inflows made the Rupee stronger. This impacted our currency purchase volumes. Although the Indian economy started turning back on track during the second half, individual and corporate customers remained cautious in spending the money on travel. Economic slowdown in source markets affected the inbound tourist inflow. Footfalls at the airports remained lower than 2008.

Despite the challenges above, your Company was able to sustain the volumes in 2009 through various initiatives such as U-special, a product for students going abroad for studies, focusing on various segments for retail customers, remittance business, expansion into secondary airports, malls, etc. Margins remained under pressure due to the volume challenges. Costs were rigorously controlled and were lower than 2008.

The Company has taken a series of initiatives to deliver a sustainable growth. During 2009, your Company added 51 new sub-agents for inward remittance business. We have tied up with two large hospitals to open up kiosks for the foreign exchange. Cochin airport contract was renewed for five years.

Your Company would like to expand the distribution network further and in this regard, twenty new shops were opened in last quarter of 2009 in various tier-2 cities across India. In January '10 we have done a tie-up with India Post for opening of counters at post offices offering forex and travel services. We have been awarded the contract to set-up and run counters at Delhi airport for the next seven years.

Global remittances into India is expected to dip to USD 47 billion as against USD 52 billion in 2008 on account of a lagged response to a weak global economy and the opportunity remains for us in this category. Your Company is a principal agent in India for MoneyGram. We are in the process of appointing more sub-agents for MoneyGram.

Volatility in exchange rate, increasingly stringent compliance requirements and dearth of skilled manpower are some key external factors that could impact the business adversely. However, the Company is exploring every possible avenue to mitigate these risks.

Business in Mauritius is growing and during 2009, the company expanded the branch network, improved the visibility and focused on customer service.

Post the end of insurgency in Sri Lanka, the inflow of tourists there has started to increase. Now with a stable Government in place after the recent elections, the outlook seems positive for the country's economy and your Company would look to capitalize on it. The focus of your Company in Sri Lanka is to expand its operations beyond the airport by opening branches in various cities as and when the approvals are received from the regulatory authorities. Your Company is also seeking to enhance its scope of license to enable it to play a more constructive role in the financial system of the country.

INSURANCE BUSINESS

The Insurance industry has evolved over the past decade through increase in market penetration and increase in number of insurers and intermediaries. With innovation in products and processes, insurance players are attracting a larger audience.

The insurance penetration is still low and provides tremendous potential especially in the travel space. Your Company will continue to explore the internal synergies especially in the leisure travel, corporate travel and student travel market to drive growth. Moreover, the combination of brick and mortar shops and worldwide web network provide opportunities for many more Insurance products outside the travel space to be offered to the customers.

The Company continued to explore relevant offerings to our customers through our partnership with TATA-AIG General Insurance Company. Through the PLUS product, we now offer wallet and credit card loss coverage to our customers.

In order to leverage on the brand and the network, the life insurance initiative was started in conjunction with Bajaj Allianz Life Insurance Company.

With the other businesses of Thomas Cook poised for growth and the Insurance industry itself growing at a CAGR of over 25% (over '98-'99), this sector offers ample opportunities to leverage upon and create value for the stakeholders.

In spite of challenges in terms of Insurance Regulatory & Development Authority guidelines (on commissions) and stiff competition, the growth rate of the industry continues to remain good.

TRAVEL & RELATED SERVICES

2009 was an extremely challenging year for most industries; travel and tourism being no exception. The scale of decline in air traffic volumes was unlike anything experienced before by the industry, and was on account of a 15%-30% downturn in economic activity in major economies worldwide. The combined effect dwarfed all the recessions in the past 40 years, and made

this possibly the worst downturn since 1930s.

The number of outbound travellers from India and inbound tourists into India has shown a de-growth over previous year primarily due to the economic slowdown witnessed in the global and local markets. Corporates across the board put a tight leash on travel expenses to manage costs during the downturn.

While the effects of the downturn were quite pronounced through the first three quarters, the last quarter showed some signs of recovery. From the start of the last quarter of 2009, economies started to move out of recession, particularly the emerging markets; which boosted first air freight and then air travel. However, the yields have been slow to rise from the sharp falls of the first half of the year, and fuel prices continued their upward trend. While load factors were back to pre-recession levels at the end of the year (partly helped by the festive season), however, aircraft utilization was down sharply due to fleet expansion.

Your Company took several initiatives to boost demand during the sluggish period. The Company launched several new products and also launched a complete media campaign under the new name 'Holidaywallas' to boost demand on the leisure side of the business. Continued negotiation with suppliers helped protect margins. Costs were kept under a tight control with several initiatives being taken to boost productivity. The Company launched a 'Service Excellence Centre', a centralised fulfilment unit for the corporate travel business to increase efficiency and improve quality.

Most industries and corporates are bullish on 2010 and are expecting positive growth. With stalled expansion projects and freeze on hiring by companies, the lift out of recession is seeing business travel being put on the growth path once again. Domestic yields have already witnessed significant improvements and international travel is slowly increasing. Business class travel which had witnessed the sharpest drop is now picking up once again. With the receding recessionary pressures, the suppressed demand in leisure is also expected to come back.

Your Company has taken several initiatives to capitalise on this recovery and deliver sustained growth. The Company is looking to expand its reach through new outlets and franchisees. Even on the inbound segment, your Company is looking to develop new source markets to boost inbound passenger count.

With increasing degree of comfort of customers with internet, online business is expected to gain increased momentum and increase in volumes. All Thomas Cook products are available through our website. In addition, a corporate self booking tool has been launched for smaller corporates who can directly book their own travel requests, at a lower/marginal service fee.

Your Company will nurture and grow the new product lines and continue to innovate to meet the needs and expectations of the customers.

Your Company will continue to focus on MICE (Meetings, Incentives, Conferences and Events) which continues to be a fast growing segment within leisure travel. Your Company is able to leverage its corporate business to grow this segment.

Domestic tourism has been growing rapidly in the last few years. The Company has launched several tour packages to capitalize on the growing demand from the domestic tourism.

The stronger demand has also led to airlines firming up ticket prices, which will lead to better yields. The increase in total ticketed volume for the combined travel businesses, will enable us have better bargaining power with our principals, to sustain higher revenue margins.

Our customer base is projected to expand with the inclusion of some new large volume corporates. This, coupled with organic growth and newer business avenues from our existing large accounts, would help us register growth during 2010.

Any desperate attempt by competition to eat in our customer base, even on loss making financials, could affect our growth during the year.

The possibility of oil prices going on an upward trend are a cause of concern, as any continual rise in fare hikes would lead corporates to prune their travel budgets during the year by either curtailing number of trips or travelling on lower class/ low cost airlines.

Any unforeseen global economic downturn, or acts of terror, natural calamities which may derail the economy, would lead to curtailment of travel during the year; these perils cannot be disregarded in the future.

The Company will continue to strive in dovetailing its actions and strategies to take advantage of the ever changing and growing travel sector, and continue to interact and influence the government, in continuing to provide the Indian tourists with global bench-marked services and an appropriate infrastructural platform to the tourism sector.

VISA AND PASSPORT BUSINESS

Your Company set up a separate vertical for visas and passports a little over a year ago and primarily services the needs of the travellers of the Travel Businesses. Having established itself internally, the business now seeks to provide third party services to the travel industry with the intention of becoming the largest organized player in the market by leveraging technology in a market which has no organized players with a pan-India presence.

To facilitate operations, the business has developed a content site providing detailed information on the country of travel, the contact details of the foreign missions, downloadable visa forms, check lists of documents required etc. which can be used by internal and external customers as well. It also has

an end-to-end online tracker for tracking various stages of the documentation process which is facilitated by bar coding of the documents, which is a first in the industry.

The outlook of the business is positive considering the revived growth numbers of outbound travellers in the leisure and business segments. Missions are also moving towards e-visa in a few cases and these can be processed only by approved visa agents thereby increasing opportunities for your Company.

The business faces challenges and risks in the form of biometrics processes being introduced by some of the Missions which will eliminate the use of intermediaries. 'Visas on Arrival' being granted to Indians will lead to fewer visas being processed.

FINANCIAL PERFORMANCE

The Company has posted profit before tax (and before exceptional items) of Rs. 341 million and the profit after tax (after exceptional items) of Rs. 222 million. On a consolidated basis, the profit before tax (and before exceptional items) stood at Rs. 405 million and the profit after tax (after exceptional items) was Rs. 250 million.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal control systems are basically of four types namely Strategic, Operational, Financial and Legal. All the four types of systems have been integrated to ensure that the Company's Business Objectives are duly accomplished. These systems are being regularly reviewed and wherever necessary are modified or redesigned to ensure better efficiency and effectiveness. In 2005, our Company implemented an integrated Front Office System (FOS) – the Project Vector, to give effect to various system level controls. During the last quarter of 2009, your Company has launched web based software for our Corporate Travel Management and Leisure Travel Outbound – GIT business, and the Company is in the process of stabilising the implementation of the same. During 2009, Thomas Cook Mauritius Operations Company Limited, the foreign exchange arm of the Mauritius Holding entity, has seen the implementation of a new front-end business application for its Foreign Exchange Business, which is under stabilisation. The front office system and web based applications are backed by an integrated SAP Accounting System. These twin integrated systems form the backbone of the overall control environment. Further, user requirements are taken care of on an on-going basis so as to derive maximum benefits of these information systems.

The systems are subjected to supervision by the Board of Directors and the Audit Committee, duly supported by the Corporate Governance, voluntarily observed since the last two decades and statutorily applicable from the financial year ending October 2001. Control environment has been well laid down through written policies pertaining to integrity and business ethics, prevention of insider trading, anti money laundering and human resources. These policies are implemented through

operational and financial manuals. Credit Policy is implemented to effectively monitor the Credit Business to Corporates and thereby effective funds management is ensured. Considering the key role played by Information Technology in the various business processes of the Company, proper framework has been provided for the data security through the Information Systems Security Policy laid down by the Management. Periodical reviews are carried out to ensure effective implementation of the policy in all the functional areas.

All the systems are subject to Internal Audit by in-house Internal Audit department as well as outside consultants and agencies in the form of Audit assignments such as Operations audits, Finance and Accounts audits, Support functions audits, Systems and IT audits, Statutory compliance audits. These are further supported by the Statutory Auditors who validate that the financial reporting is true and fair. The President & Head - Legal & Company Secretary heads the Compliance function, the Vice-President – Foreign Exchange is the Money Laundering Reporting Officer (MLRO) overseeing the AML compliance and the Vice-President – BPI & Audit, in addition to his role as an Internal Auditor, conducts constant spot checks to ensure that the compliances of all rules and regulations including business processes are met. Clause 49 Audits are conducted by External Auditors and their recommendations are implemented for effective Corporate Governance. The Company has also adopted the system of Concurrent Audit for its branches in the foreign exchange business with effect from October 2003 as per the requirements of Reserve Bank of India.

Anti Money Laundering Manual for India is in force since 2003 with revisions therein according to the modified guidelines of RBI. Anti Money Laundering Manual for Mauritius and Sri Lanka is in force and effectively monitored.

RISKS AND CONCERNS

General:

Corporate level Risk Matrix is approved by the Board and Company resorts to Risk Management methodologies to ensure that various business risks, identified well in time, are assessed for their possible impact and are effectively mitigated through various control measures. Open risks, if any, are adequately covered by Insurance. Business Continuity Plans (BCPs) have been designed for the key operations of the Company to address any disaster event. BCPs are further being reviewed during every year, for effective updation.

The Company has a Risk Committee chaired by the Managing Director, which meets monthly, in addition to emergency meetings, whenever required to address the risk issues relating to various business and support areas and monitor the critical factors in order to effectively address them. The Risk Committee approved the risk mapping for India, which lists down major risks faced by the Company in India and the mitigation controls put in place to bring down their impact. To address the Information

Systems related risk issues, the Company has constituted Information Systems Security Committee (ISSC) which has its quarterly meetings. Minutes of the ISSC are put up in the Risk Committee which approves the recommendations made by the ISSC for implementation. The Risk Committee in turn reports to the Audit Committee, constituted by the Board.

INFORMATION TECHNOLOGY

We have a mix of different hardware (servers - Intel, RISC etc.). These servers run the day-to-day transaction systems like FOS, SAP, TRIBS & RTF etc. and also systems which handle e-mail, proxy, Anti Virus etc. We have software which is internally developed and also have systems developed by external providers (e.g. TCS). The Company uses various networking service providers like Airtel-Bharti, Tata, BSNL etc. for its communication needs. The network is by-and-large a VPN (Virtual Private Network). However, internet is also used as a method of connecting remote users to our business applications.

One of the prime concerns on the hardware and software front is that it should be upgraded in a timely manner so as to be up-to-date with the prevalent technologies and be ready for supporting the increase and changing needs of the business. Further, the network has got points of connect through the internet. Internet being a public domain area, it has a potential of disrupting our network if proper security measures are not put in place.

We have used the best technologies and firewalls to ensure that our network is protected from the vagaries of the internet.

Information Systems Security Committee:

The internal information security is governed by the ISSP (Information System Security Policy). As noted, the policy is implemented and monitored by the ISSC. The Committee consists of members from the Business Process Improvement & Audit department and the Human Resources Department. Member from the Information Technology (IT) department acts as Rapporteur.

The Committee meets quarterly before each of the Risk Committee Meetings. It also meets when significant changes take place in the Information Systems and/or Technology that would affect the security and control perspective favourably/adversely and on any significant breaches of the security/security policy. This Committee has overall responsibility for all areas concerning IT security.

SERVICE QUALITY & CUSTOMER SERVICES

The Service Quality & Customer Services department has been an independent department since June 2007 and now reports to the Executive Director – Travel Services. During this period it has been able to infuse tremendous awareness in the organization on the need to build a “Customer Centric” culture in the organization that provides us with a cutting edge over the intensifying

competition and as a most conspicuous differentiating factor for the increasing discriminating customers.

Going forward the objective is/will be to leverage the current capabilities across all the Customer touch points and steer strategically the processes and technology changes to align the organization with the volatile market conditions. This has been categorized for action as follows:

- Greater focus on Customer service.
- Ensuring a structured service resolution and Customer retention.
- Track multi channel Customer interactions.
- Recording, Managing and Integrating Customer lifecycle history.

During the year 2009, the department undertook the following initiatives:-

INTERNAL & EXTERNAL BENCHMARKING – In order to develop Service Standards, the department had collated best practices in processes and soft skills across our Organization and that of our competitors. Continuous improvement is our main aim in all aspects of our customer interfacing businesses and we actively seek feedback through customer questionnaires and independent research in order to analyze and develop our service delivery.

The data from mystery audits and customer feedback were used to develop Internal and External Benchmarks. The use of market research data and mystery audits on competition identified the areas of external benchmarks. This provides us with the knowledge on where we stand vis-à-vis competition and the capabilities of each Branch.

SEAMLESS CUSTOMER SERVICE AWARDS – The objective of these awards is to create the importance of customer service by rewarding those employees who go “beyond the call of duty”. These awards are collated on a quarterly basis and culminate in annual awards which also recognize those support departments that have ably assisted the frontline through the year. There are various categories of annual awards which recognize branches, departments and individuals in a transparent and systematic manner. The annual awards were presented at a large get together of many employees of the Organization.

COMPLAINT MANAGEMENT ANALYSIS – The Complaint Management software that had been specifically made for the Service Quality & Customer Care department to capture complaints and their service recovery, thereby ensuring detailed analysis on the service detractors of the Company. Standard Operating Procedures have been created and are followed diligently by the Service Quality department when addressing customer grievances, so as to ensure an effective recovery of the customers’ concerns. There have been a large number of positive

comebacks to the replies sent to the complaints received from irate customers, thereby indicating that the detailed responses have a pacifying effect.

UNIFORMS – The department has unveiled new uniforms for all customer interfacing employees across India, as a well groomed appearance instills confidence in a customer and projects a positive and efficient outlook to all. The uniforms have been inspired by those worn in Thomas Cook UK but have been adapted to suit our needs. These employees are our “brand ambassadors” and will wear the uniform with pride and confidence whether at our retail outlets or at the Corporate customers’ locations.

HEALTH & SAFETY – Protecting the health and safety of our customers remains our primary concern. As part of our endeavour to ensure high levels of safety for our customers and employees, Thomas Cook has initiated such focus through dedicated resources in the Organization. The aim is to develop policies and standards that would adhere to international requirements for preferred practices and ensure high quality systems to enable consistent Health and Safety reporting of incidents and accidents that could arise. In the future, the aim would be to train and develop appropriate staff to maintain the professional levels of product and service offerings that we have come to be known for.

CUSTOMER DATA MANAGEMENT – It is essential to capture customer information in order to leverage for Customer Relationship and Loyalty and thereby sustain and increase our business; as well as to cross-sell our huge range of products and services.

In order to create a database of our customers which would be used for any future Customer Relationship Management solution, a software has been put in place to capture accurate details of customers, at one source, by the Sales colleagues at all customer interface touch points across the Thomas Cook network. The data being inputted is also tracked and managed on a monthly basis and provided to the relevant departments for updating clients on new offers.

While we continue on this path of constant improvement, we strive to make this Company one that “truly delights” the customer this time and every time.

HUMAN RESOURCES

Human Resources Management:

Human Resources in Thomas Cook strives to enable the organization to achieve its objectives by constantly aligning the ‘people factor’ with the ‘business needs’. This creates a need for constantly evolving and stimulating the systems and processes in the context of organizational culture. As part of the HR Action plan, we have initiated steps to work on each of key variables that affect human resources, both at a strategic level and at an operational level.

The world stands at important crossroads. These are challenging times, and to retain a competitive edge, a company must direct individual accomplishment toward organisational objectives. The only sustainable differentiator of organisational success lies in the Vision and Values of a company. We must be the force that influences industry standards. In our kind of business, people come to us with dreams, with plans, with trust, hoping we will make those dreams come true.

The Thomas Cook Group has defined the Vision of the Group, an inspiration for each one of us: **“We Go Further to Make Dreams Come True ...”**

To enable the vision and to provide the context of the kind of organisation we want to create and the people we want to be, the group also defined the ‘VALUES’. Thomas Cook India has always prided itself on core values that act as a foundation to our organisation and we are now re-aligning our values to reflect that of the Group. Our Values are called the PRIDE Values.

P	Pioneering our Future
R	Respect for Individuals and United as a team
I	Integrity
D	Delighting the Customer
E	Excellence

The Human Resources Department has rolled out various training initiatives in its quest that each member of Thomas Cook India will be a torch bearer for the Vision and Values of our organisation and uphold them with pride.... ‘PRIDE’ in Thomas Cook.

To drive the future business growth TCIL this year has embarked upon a Key Talent Plan through which employees are identified as Key Talent based on performance, potential and criticality. Various interventions are planned for nurturing those identified and enable them scale up for higher responsibilities.

The organization continued to focus on Training & Development initiatives at all the levels – The Managerial and Leadership Effectiveness (MILE) programs launched in collaboration with two of the most prestigious management institutes in India – the Indian Institute of Management, Ahmedabad and the Indian Institute of Management, Indore. We run the program at three levels for Senior, Middle and Entry level Managerial staff, viz. MILE I, MILE II and MILE III.

The Company continues to nurture talent through TCMLP (Thomas Cook Middle Leadership Program) and TCETP (Thomas Cook Executive Trainee Program) so as to create talent pipeline at various levels in junior and middle management.

We continue with The Thomas Cook Management Education Program (TCMEP) for those who aspire for higher studies in the

Management stream. Towards this, we have tied up with several Business Management schools, the prestigious Indian Institute of Management, Kolkata and the Indian Institute of Management, Kozhikode for Executive MBA programs for our employees. We have also tied up with ICFAI for Distance MBA. Women employees of Thomas Cook can apply for a special U21 Scholarship for an Online MBA course with Singapore University.

We realize that the only sustainable competitive advantage in today’s dynamic, challenging and rapidly changing context is human resources. Towards that, we are in the process of constantly energizing and revitalizing our people by equipping them with cutting edge skills, developing a holistic perspective and imparting in them, a drive for excellence, so as to enable them to be the best in class and in turn, facilitate the movement of Thomas Cook India **‘From Good to Great’**.

Employee Strength:

The financial year end employee strength was 2305 including those employed at Sri Lanka, Mauritius, TCI and in the Insurance subsidiary.

Employee Relations:

Peaceful and cordial relations continue with the employees. The Management wishes to place on record its acknowledgement and appreciation for the support extended by all the employees of the Company.

Your Company is undergoing a transformation in its business models while at the same time experiencing rapid growth in all aspects. This provides both opportunities for Thomas Cook to gain the major market share and grow rapidly, as well as a challenge to maintain profitability and make itself more cost efficient.

CAUTIONARY STATEMENT

Statements forming part of the Management Discussion and Analysis covered in this report may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company’s operations include demand and supply conditions, changes in government regulations, exchange rates, tax laws, monsoon, natural hazards, economic developments within the country and other factors.

FOR AND ON BEHALF OF THE BOARD

MADHAVAN MENON
Managing Director

VINAYAK K. PUROHIT
Executive Director - Finance

Mumbai
Dated: 17th March, 2010

Report of the Directors on Corporate Governance

1. Company's Philosophy on the code of Corporate Governance

Thomas Cook (India) Limited has been practising the principles of good Corporate Governance over the last few decades. The Company's policy on Corporate Governance is to make it a way of life by, inter alia, adopting standard Corporate Governance practices through continual improvement of internal systems and satisfaction of customers and shareholders.

Corporate Governance aims at fairness, transparency, accountability and responsibility in the functioning of the Company with the ultimate objective of realising and enhancing shareholders' values. The Company's philosophy on the code of Corporate Governance is tuned to these aspects and to the philosophy of Thomas Cook Group, which is:

- (i) to ensure that adequate control systems exist to enable the Board in effectively discharging its responsibilities to all the stakeholders of the Company;
- (ii) to ensure that the decision making process is fair and transparent;
- (iii) to ensure the fullest commitment of the Management and the Board for the maximisation of shareholder value;
- (iv) to ensure that the employees of the Company subscribe to the corporate values and apply them in their conduct; and
- (v) to ensure that the Company follows globally recognised corporate governance practices.

2. Board of Directors ('Board'):

Composition of the Board

The Board consists of ten (10) members with three (3) Executive Directors and seven (7) Non-Executive Directors comprising of experts from various fields/professions. The Chairman of the Board is a Non-Executive Director. The composition of the Board of Directors of the Company is in accordance with the provisions of Clause 49 of the Listing Agreement.

Board Meetings

The Meetings of the Board of Directors are scheduled well in advance and generally held at the Company's Registered Office in Mumbai. The notice confirming the meeting and the detailed agenda is sent 7 days in advance to all the Directors. Senior Management of the Company is invited to attend the Board Meetings, to make presentations and provide clarifications as and when required. The Board meets at least once a quarter to review the quarterly performance and the financial results.

There were six (6) Board Meetings held during the financial year ended 31st December, 2009, namely on 27th February, 2009, 28th April, 2009, 28th May, 2009, 28th July, 2009, 28th October, 2009 and 23rd November, 2009, respectively.

Membership, Attendance & Other Directorships:

Membership and Attendance of each Director at the Board of Directors' Meetings held during the year and the last Annual General Meeting and the number of other Directorship and Chairmanship/Membership of Board Committees as on 31st December, 2009:

Sr. No.	Name of the Director	Director Identification No.	Category*	Designation	Board Meetings attended	Attendance at the last AGM	No. of Directorship in other Boards # [excluding Thomas Cook (India) Limited]		No. of Chairmanship / Membership in other Board Committees [excluding Thomas Cook (India) Limited] # #	
							Public	Private	Chairmanship	Membership
1.	Mr. Heinrich-Ludger Heuberg [§]	02581163	NED	Chairman	4	Yes	—	—	—	—
2.	Mr. Hoshang S. Billimoria	00005003	I & NED	Director	6	Yes	3	1	1	3
3.	Mr. Anant Vishnu Rajwade	00007232	I & NED	Director	5	Yes	5	2	3	1
4.	Mr. Ramesh Savoor**	00149089	I & NED	Additional Director	3	N.A.	4	2	5	4
5.	Mr. Mahendra Kumar Sharma**	00327684	I & NED	Additional Director	3	N.A.	5	2	2	2
6.	Mr. Krishnan Ramachandran**	00193357	I & NED	Additional Director	2	N.A.	1	1	—	2
7.	Mr. Madhavan Menon	00008542	MD	Managing Director	6	Yes	4	1	—	—

Sr. No.	Name of the Director	Director Identification No.	Category*	Designation	Board Meetings attended	Attendance at the last AGM	No. of Directorship in other Boards # [excluding Thomas Cook (India) Limited]		No. of Chairmanship / Membership in other Board Committees [excluding Thomas Cook (India) Limited] # #	
							Public	Private	Chairmanship	Membership
8.	Mr. Vinayak K. Purohit	00185052	ED	ED – Finance	6	Yes	4	–	–	1
9.	Mr. Rakshit Desai ^{\$}	02435721	ED	ED – Travel Services	6	Yes	4	–	–	1
10.	Mr. Dilip De	00004231	I & NED	Director	6	Yes	–	4	–	–
11.	Dr. Angus Porter ^{\$\$}	02282861	NED	Director	4	Yes	–	–	–	–
12.	Mr. Michael Hallisey ^{***}	02125198	NED	Director	–	N.A	–	–	–	–
13.	Mr. Udayan Bose [@]	00004533	I & NED	Chairman	2	Yes	–	–	–	–
14.	Mr. Manny Fontenla-Novoa [#]	02125180	NED	Director	–	No	–	–	–	–
15.	Dr. Juergen Bueser [#]	02126078	NED	Director	–	No	–	–	–	–
16.	Mr. Roland Zeh ^{##}	02125055	NED	Director	–	No	–	–	–	–

* ED – Executive Director NED – Non-Executive Director I – Independent Director MD - Managing Director

\$ Mr. Heinrich-Ludger Heuberg, appointed on 27th February, 2009 as Additional Director and Mr. Rakshit Desai, appointed on 25th November, 2008 (Additional) Executive Director - Travel Services were regularised at the Annual General Meeting held on 28th May, 2009. Mr. Heuberg was appointed as Chairman of the Company with effect from 29th May, 2009.

\$\$ Dr. Angus Porter, appointed on 29th July, 2008 as Additional Director was regularised at the Annual General Meeting held on 28th May, 2009. He ceased to be a Director w. e. f. 31st August, 2009.

** Mr. Ramesh Savoor, Mr. Mahendra Kumar Sharma and Mr. Krishnan Ramachandran were appointed as Additional Directors with effect from 29th May, 2009.

*** Mr. Michael Hallisey ceased to be a Director w.e.f. 18th February, 2009.

@ Mr. Udayan Bose, Mr. Manny Fontenla-Novoa, Dr. Juergen Bueser and Mr. Roland Zeh ceased to be Directors w.e.f. 29th May, 2009.

In Indian Companies, excluding Section 25 Companies

In Audit, Recruitment & Remuneration and Share Transfer & Shareholders' / Investors' Grievance' Committee of Indian Companies

The Board granted Leave of Absence to the Directors who were absent at the respective Board Meeting/s at their request.

Details of Directors being appointed and re-appointed:

As per the Companies Act, 1956 and the Articles of Association of the Company, two third of the directors are liable to retire by rotation. One third of these retiring directors are required to retire every year by rotation and if eligible, these directors qualify for re-appointment.

In accordance with Article 131 of the Articles of Association of the Company, Mr. Hoshang S. Billimoria, Mr. Anant Vishnu Rajwade and Mr. Rakshit Desai retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer themselves for re-appointment.

Further, Mr. Ramesh Savoor, Mr. Mahendra Kumar Sharma and Mr. Krishnan Ramachandran were appointed as Additional Directors with effect from 29th May, 2009 at the Board Meeting held on 28th May, 2009 whose appointments are proposed to be regularized at the ensuing Annual General Meeting of the Company.

A brief résumé of the Directors being appointed / re-appointed is as follows:

1. Mr. Hoshang S. Billimoria

Mr. Hoshang S. Billimoria (Chartered Accountant), born on 7 July, 1951, completed his schooling from St. Xavier's High School, Bombay. Following that, he completed his degree in Commerce with Bombay University at Sydenham College. At the Bombay University degree examination, he stood first in the whole University amongst candidates offering Accounting & Auditing as special subjects. Thereafter he completed his articles in London with Ernst & Whinney and qualified as a Chartered Accountant from the Institute of Chartered Accountants of England and Wales. At the Institute examinations, he was twice the winner of the Deloitte Pleinder Prize.

After qualifying, he spent a year in London practicing with Ernst & Whinney after which he returned to Bombay and joined the Ernst & Whinney representative firm in India, S. B. Billimoria & Co. In 1979, he became a partner of S. B. Billimoria

& Co. and was a partner in this firm for the next ten years. As a partner of S. B. Billimoria & Co. he was advisor to a large number of clients in the Indian Corporate Sector.

In 1988, he took over charge as Deputy Chief Executive Officer of Tata Sons Limited. His responsibility in Tata Sons Limited was in the area of Group policy and co-ordination. He took over as Managing Director of Tata Press Limited in May 1990. As Managing Director of Tata Press (now Tata Infomedia), he has been responsible for the big turnaround in the Company's fortunes. He has directed the entry of the Company into the Information Services business (Yellow Pages, Special Interest Publications, and Database Services) where it is now the market leader. He was with the Company till August 2004 as Vice-Chairman & Managing Director.

Mr. Billimoria is also on the board of several companies in the Indian Corporate Sector such as HDFC Asset Management Company Ltd., Gokak Textiles Limited, Travel Corporation (India) Limited, Fenner Conveyor Belting Limited etc. He has been appointed as a Director on the Board of Directors of Thomas Cook (India) Limited w.e.f. 7th December, 1983.

Mr. Billimoria does not hold any shares in the Company. As on 31st December, 2009, his Directorships and Committee Memberships of companies in India [including Thomas Cook (India) Limited] are as follows:

Name of Body Corporate/ Firm	Position (Whether as Director/ Managing Director/ Chairman)	Name of Committee	Position (Whether as Member/ Chairman)
Travel Corporation (India) Limited	Chairman	–	–
HDFC Asset Management Co. Limited	Director	Audit Committee	Chairman
		Remuneration Committee	Member
Fenner Conveyor Belting Pvt. Ltd.	Dy. Chairman & Director	–	–
Gokak Textiles Limited	Director	Audit Committee	Member
		Shareholders' & Investors' Grievance Committee	Member
		–	–
Thomas Cook (India) Limited	Director	Share Transfer & Shareholders' / Investors' Grievance Committee	Chairman
		Audit Committee	Chairman

2. Mr. Anant Vishnu Rajwade

Mr. Anant Vishnu Rajwade, born on 29th September, 1936, is an independent forex and treasury management consultant for more than three decades now. He has done his B.Sc. (Hons.) with Major in Statistics and also holds the membership of C.A.I.I.B.

He was working with the State Bank of India from July 1957 to October 1976 (including 3½ years in London) where he specialised in industrial finance and international banking.

He has been involved in preparing treasury management policies for corporate clients in the public and private sectors. He has also done advisory work on treasury-related issues for banks and financial institutions. As a visiting professor, he has taught a paper "International Banking and Finance", for 4 years at the Indian Institute of Management, Ahmedabad, one of the most prestigious management institutes in the world.

The Reserve Bank of India also appointed him as a Member of the Expert Group on Development of the Foreign Exchange Markets in India (1995) and of the Committee on Capital Account Convertibility (1997 and 2006).

Mr. Rajwade currently holds the position of a director in several public and private limited companies as well as Member/Chairman of various Committees of these companies. He is also a former member of the Supervisory Board of India Opportunities Fund, Bermuda and Mauritius, and Director of CRISIL, India's first credit-rating company. He has been appointed as a Director on the Board of Directors of Thomas Cook (India) Limited w.e.f. 21st January, 2006.

Mr. Rajwade does not hold any shares in the Company. As on 31st December, 2009, his Directorships and Committee Memberships of companies in India [including Thomas Cook (India) Limited] are as follows:

Name of Body Corporate/ Firm	Position (Whether as Director/ Managing Director/ Chairman)	Name of Committee	Position (Whether as Member/ Chairman)
Cybertech Systems and Software Limited	Director	Audit Committee	Chairman
		Compensation Committee	Chairman
The Clearing Corporation of India Limited	Director	Personnel Committee	Member
		Risk Management Committee	Chairman
Royal Sundaram Alliance Insurance Co. Limited	Director	Investment Committee	Member
STCI Primary Dealer Limited	Director	Audit Committee	Chairman
Zylog Systems Limited	Director	—	—
Jak Mining Tools Limited	Director	—	—
A. V. Rajwade & Co. Pvt. Ltd.	Director	—	—
Thomas Cook (India) Limited	Director	Audit Committee	Member
		Recruitment & Remuneration Committee	Chairman
		Share Transfer & Shareholders' / Investors' Grievance Committee	Member

3. Mr. Rakshit Desai

Mr. Rakshit Desai, aged 34, was appointed as Executive Director – Travel Services with effect from 25th November, 2008.

He joined the Thomas Cook Group in 2003 and had the privilege of engaging across a broad range of strategic, commercial and operational areas internationally. The successful restructuring and turnaround of the Canadian retail business led to a series of Director - level roles responsible for the outsourcing and off shoring of the UK back office; leading the operations of thomascok.com; M&A in Financial Services; and subsequently membership of the UK Executive Board overseeing strategic planning, post-merger integration and general business transformation. Prior to joining the Thomas Cook Group, he was with Roland Berger Strategy Consultants, London where he specialised in strategic and transformational issues for major multinational corporations.

He has a B.Com degree from Sydenham College, Mumbai; an MBA from Griffith University, Australia and an M.Sc. from the The London School of Economics, UK.

Mr. Rakshit Desai does not hold any shares in the Company. As on 31st December, 2009, his Directorships and Committee Memberships of companies in India [including Thomas Cook (India) Limited] are as follows:

Name of Body Corporate/ Firm	Position (Whether as Director/ Managing Director/ Chairman)	Name of Committee	Position (Whether as Member/ Chairman)
Travel Corporation (India) Limited	Director	Sub-Committee	Member
Thomas Cook Insurance Services (India) Limited	Director	—	—
Thomas Cook Tours Limited	Director	—	—
Indian Horizon Travel & Tours Limited	Director	—	—
Thomas Cook (India) Limited	Executive Director – Travel Services	Share Transfer & Shareholders' / Investors' Grievance Committee	Member
		Sub-Committee	Member

4. Mr. Mahendra Kumar Sharma

Mr. Mahendra Kumar Sharma, 62, retired as the Vice-Chairman of Hindustan Lever Limited in May 2007.

He holds Bachelor's Degree in Arts as well as Law.

He joined Hindustan Lever Limited in 1974 as Legal Manager and worked in various areas including taxation, shares and legal. He was inducted into the Board of Hindustan Lever Limited in August 1995 and was the Vice Chairman from April, 2000 till May, 2007.

Mr. Sharma currently holds the position of a director in several public and private limited companies as well as Member/ Chairman of various Committees of these companies.

Mr. Sharma joined the Company Board with effect from 29th May, 2009 and does not hold any shares in the Company. As on 31st December, 2009, his Directorships and Committee Memberships of companies in India [including Thomas Cook (India) Limited] are as follows:

Name of Body Corporate/ Firm	Position (Whether as Director/ Managing Director/ Chairman)	Name of Committee	Position (Whether as Member/ Chairman)
Bata India Limited	Director	Audit Committee	Member
		Nomination & Governance Committee	Member
ICICI Lombard General Insurance Co. Ltd.	Director	Nomination & Governance Committee	Member
ICICI Bank Ltd.	Director	Audit Committee	Member
		Nomination & Governance Committee	Chairman
		Investor Grievance Committee	Chairman
Fulford (India) Limited	Director	Audit Committee	Chairman
Schrader Duncan Limited	Director	—	—
Mitsubishi UFJ Securities (India) Pvt. Ltd.	Director	—	—
Anglo Scottish Education Society Ltd. (Trust)	Director/ Governor	—	—
Cathedral Welfare Trust (Trust)	Trustee	—	—
Thomas Cook (India) Limited	Director	Audit Committee	Member
		Share Transfer & Shareholders' / Investors' Grievance Committee	Member

5. Mr. Krishnan Ramachandran

An Electrical Engineer from BITS Pilani, with a Post-graduate degree in Business Management from the Indian Institute of Management Calcutta, Mr. Krishnan Ramachandran started his career with the Tata Administrative Service (TAS). The major part of Mr. Ramachandran's career has been with two Companies: 14 years with Philips Electronics and 17 years with Voltas, a Tata Group Company, and his experience has been across a wide range of assignments. He is currently engaged with the Aditya Birla Group as an Advisor to the Chairman for the Group's Higher Education Projects.

His 17 years with Voltas were in technology intensive businesses in the power electrical industry, and spanned manufacturing, marketing, sales and project management before he headed the Electrical Business Group as Business Head and General Manager (Operations) in which assignment his major contribution was in turning around the business.

Mr. Ramachandran accepted Philips' invitation in 1993 to head its Human Resource function for India (with an 11,000 strong workforce). He was instrumental in successfully addressing a large number of legacy people practices, and in effecting a major transformation by installing strong performance-driven people policies, practices, and culture. In 1998

he was appointed the first Indian Vice Chairman & Managing Director for Philips Electronics' Indian operations, and was given additional responsibility as CEO for the Indian Subcontinent (SAARC) in 2006. As a member of the Global Philips apex Leadership Group of 100, Mr. Ramachandran played a major role in renewing the Group's focus on Emerging Markets and in laying the foundation for building sustainable new business models relevant for emerging markets. As CEO for the Indian Subcontinent, he was accountable to the Group Board of Management.

People, Business Excellence, Transformation, Change, and Innovation best capture Mr. Ramachandran's learning and contribution and these have become his professional interests.

In his current role as Advisor he is working with the leadership of one of India's leading science and technology universities in developing and implementing a strategy to further raise the excellence level to prepare it for the coming decade. He also advises and works with several companies in these areas. He was the President of the Bombay Chamber of Commerce and Industry (BCCI), a premier Chamber of Commerce, during 2002-2003.

Mr. Krishnan Ramachandran joined the Company Board with effect from 29th May, 2009 and does not hold any shares in the Company. As on 31st December, 2009, his Directorships and Committee Memberships of companies in India [including Thomas Cook (India) Limited] are as follows:

Name of Body Corporate/ Firm	Position (Whether as Director/ Managing Director/ Chairman)	Name of Committee	Position (Whether as Member/ Chairman)
Cerebrus Consultants Pvt. Ltd.	Director	—	—
Infotech Enterprises Limited	Director	Audit Committee	Member
		Compensation/ Nominations Committee	Member
		Strategy Committee	Member
Thomas Cook (India) Limited	Director	Recruitment & Remuneration Committee	Member

6. Mr. Ramesh Savoor

Mr. Ramesh Savoor has spent 34 years with Castrol India Ltd., 12 of these, as Chief Executive and Managing Director. Mr. Savoor has worked in various capacities in the company, starting off as a Management Trainee and working his way up to reach the top as its Managing Director. Under his leadership Castrol India grew from being a minor oil company to becoming the Number 2 lubricant company in India and the second largest Castrol Company worldwide. Two years before retirement, BP took over Burmah Castrol worldwide, and in the new combined operations, Mr. Savoor was made business unit leader for India / Middle East and Africa, apart from being the MD for Castrol in India. As a business unit leader, he was on the board of Castrol International.

Mr. Savoor has gone through the gamut of all corporate functions like, Sales, Marketing, R & D, Production Projects, supply chain & H R, either as in charge of the function or as CEO.

Mr. Savoor currently holds the position of a director in several public and private limited companies as well as Member/ Chairman of various Committees of these companies. Mr. Savoor is also on the board of Governors of IIM Bangalore for the last six years.

Mr. Savoor was born in Madras on 24th April, 1944. He did his graduation from Ruia College Mumbai, with Chemistry as the principal subject. He proceeded to complete his B sc. Tech. from UDCT in Oils Fats & Waxes., in the year 1968. He has also completed a four week Senior Executive Programme at the London Business School.

Mr. Savoor joined the Company Board with effect from 29th May 2009 and does not hold any shares in the Company. As on 31st December, 2009, his Directorships and Committee Memberships of companies in India [including Thomas Cook (India) Limited] are as follows:

Name of Body Corporate/ Firm	Position (Whether as Director/ Managing Director/ Chairman)	Name of Committee	Position (Whether as Member/ Chairman)
E.I.D. Parry India Ltd.	Director	Audit Committee	Chairman
		Remuneration & Nomination Committee	Chairman
Coromandel International Ltd.	Director	Remuneration & Nomination Committee	Member
Foseco India Ltd.	Chairman	Audit Committee	Member
		Remuneration & Nomination Committee	Chairman
		Shareholder Grievance Committee	Chairman
Automotive Stampings & Assemblies Ltd.	Director	Audit Committee	Chairman
		Remuneration Committee	Member
		Shareholder Grievance Committee	Member
FIL Fund Management Pvt. Ltd.	Director	—	—
Divgi Warner India Pvt. Ltd.	Director	Audit Committee	Member
Parry Infrastructure Pvt. Ltd.	Director	—	—
Thomas Cook (India) Limited	Director	Audit Committee	Member
		Recruitment & Remuneration Committee	Member

7. Mr. Madhavan Menon

Mr. Madhavan Menon (B.A. (Business), Georgetown 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 for 3 years with effect from 1st May, 2000 to 30th April, 2003, re-appointed for a further period of 3 years w.e.f. 1st May, 2003 to 30th April, 2006. He was appointed as the Managing Director of Thomas Cook (India) Limited (TCIL) with effect from 27th April, 2006 and has been recently re-appointed for a further term of three years w.e.f. 1st May, 2009.

He has a total experience of over 30 years. His previous assignment prior to joining TCIL was as Chief Operations & Administrative Officer of Birla Sunlife Asset Management Co. (AMC) Ltd. 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.

As on 31st December, 2009, Mr. Madhavan Menon holds 2000 shares in the Company and his Directorships and Committee Memberships of companies in India [including Thomas Cook (India) Limited] are as follows:

Name of Body Corporate/ Firm	Position (Whether as Director/ Managing Director/ Chairman)	Name of Committee	Position (Whether as Member/ Chairman)
Travel Corporation (India) Limited	Director	Sub-Committee	Chairman
Thomas Cook Insurance Services (India) Limited	Chairman	—	—
Thomas Cook Tours Limited	Chairman	—	—
Indian Horizon Travel & Tours Limited	Chairman	—	—
Thomas Cook (India) Limited	Managing Director	Share Transfer & Shareholders' / Investors' Grievance Committee	Member
		Sub-Committee	Chairman

8. Mr. Vinayak K. Purohit

Mr. Vinayak K. Purohit, born on 3rd November 1955, is a Chartered Accountant and a Finance person by profession. He joined Thomas Cook (India) Limited as its Executive Director – Finance with effect from 14th May, 2007. Mr. Purohit is a graduate of the Commerce discipline from Mumbai University, as also an Associate of the Institute of Chartered Accountants of India.

Mr. Purohit started his career in 1979 as an Accounts Officer with Nirlon Limited. In 1984, he moved to Britannia Industries Limited where he served for 8 years and was working as Corporate Accounts Manager. In 1992, he joined Marico Industries Limited as General Manager – Finance. From 1997, he has been serving as Chief Financial Officer of Companies such as GE Countrywide Financial Services Limited, Rediff.com India Limited, BPL Mobile Communications Limited, Crest Animation Limited and HT Media Limited.

He joined Thomas Cook (India) Limited from HT Media Limited, New Delhi where he held the position of Chief Financial Officer for a year.

Mr. Purohit does not hold any shares in the Company. As on 31st December, 2009, his Directorships and Committee Memberships of companies in India [including Thomas Cook (India) Limited] are as follows:

Name of Body Corporate/ Firm	Position (Whether as Director/ Managing Director/ Chairman)	Name of Committee	Position (Whether as Member/ Chairman)
Travel Corporation (India) Limited	Director	Sub-Committee	Member
Thomas Cook Insurance Services (India) Limited	Director	—	—
Thomas Cook Tours Limited	Director	—	—
Indian Horizon Travel & Tours Limited	Director	—	—
Thomas Cook (India) Limited	Executive Director - Finance	Share Transfer & Shareholders' / Investors' Grievance Committee	Member
		Sub-Committee	Member

3. Board Committees:

To enable better and more focussed attention on the affairs of the Company, the Board delegates particular matters to Committees of the Board set up for the purpose. These Committees prepare the groundwork for decision making and report at the subsequent Board Meeting.

(i) Audit Committee:

The Audit Committee was formed in August 1995 and has been reconstituted over the years as per the legal requirements from time to time. It consists of six (6) Non-Executive Directors of whom five (5) are independent as on 31st December, 2009.

The Audit Committee also invites at its meetings, senior executives including the Associate Vice-President – Business Process Improvement & Audit of the Company. The representatives of the auditors are also invited to the meetings. The President & Head – Legal & Company Secretary acts as the Secretary to the Committee.

Terms of Reference

The Audit Committee, inter alia, reviews and reports to the Board on the following:

- Appointment and remuneration of Statutory and Internal auditors
- Scope of Internal Audit
- Compliance with legal and statutory requirements
- Periodical and yearly financial results of the Company before submission to the Board.
- Effectiveness of systems and internal controls with reference to Foreign Exchange Management Act, 1999 (FEMA), International Association of Travel Agents (IATA) and other regulations

The powers and terms of reference of the Audit Committee are in accordance with the provisions of Clause 49 of the Listing Agreement.

The Chairman of the Audit Committee attends the Annual General Meeting of the Company.

Composition and attendance during the financial year ended 31st December, 2009:

The Committee met five (5) times during the year under review. The said meetings were held on 27th February, 2009, 28th April, 2009, 28th July, 2009, 28th October, 2009 and 23rd November, 2009, respectively.

Sr. No.	Name of Director	Designation	Category *	No. of meetings attended
1.	Mr. Hoshang S. Billimoria **	Chairman	I & NED	5
2.	Mr. Heinrich-Ludger Heuberg ^{\$}	Member	NED	2
3.	Mr. Anant Vishnu Rajwade	Member	I & NED	4
4.	Mr. Ramesh Savoor ^{\$}	Member	I & NED	3
5.	Mr. Mahendra Kumar Sharma ^{\$}	Member	I & NED	3
6.	Mr. Dilip De	Member	I & NED	5
7.	Dr. Angus Porter [@]	Member	NED	1
8.	Dr. Juergen Bueser ^{@@}	Member	NED	—
9.	Mr. Roland Zeh ^{@@}	Member	NED	—
10.	Mr. Madhavan Menon	Managing Director	Invitee	N. A.
11.	Mr. Vinayak K. Purohit	Executive Director – Finance	Invitee	N. A.

* ED – Executive Director NED – Non-Executive Director I – Independent Director

** Mr. Hoshang S. Billimoria was present at the previous Annual General Meeting held on 28th May, 2009 in terms of Clause 49(II) of the Listing Agreement.

^{\$} Mr. Heinrich-Ludger Heuberg, Mr. Ramesh Savoor and Mr. Mahendra Kumar Sharma were appointed as members of the Audit Committee with effect from 29th May, 2009.

[@] Dr. Angus Porter, who was appointed as a member of Audit Committee on 28th May, 2009 ceased to be a Director and Committee member with effect from 31st August, 2009.

^{@@} Dr. Juergen Bueser and Mr. Roland Zeh, ceased to be Directors and Committee members with effect from 29th May, 2009.

(ii) Recruitment & Remuneration Committee:

The Recruitment & Remuneration Committee was formed in August, 1995 consisting of two Non-Executive Directors and two Executive Directors.

As per amended guidelines of the law, the Committee as on 31st December, 2009 comprises of 3 Non-Executive & Independent Directors (of whom 2 are Additional Directors) and 1 Non-Executive Director.

Terms of Reference

The Committee has the mandate to consider Human Resource Policies pertaining to the recruitment and selection of Directors and senior employees of the Company, particularly the ones pertaining to terms and conditions of employment, remuneration, retirement benefits, performance appraisals, key succession planning – and to make recommendations to the Board.

Remuneration Policy

The Recruitment & Remuneration Committee determines and recommends to the Board, the compensation of the Directors and employees. The key components of the Company's Remuneration Policy, as approved by the Recruitment & Remuneration Committee are:

- Compensation is an important element to retain talent.
- Compensation will be competitive and would factor in, the market compensation levels.

- There will be a variable component in the total Compensation, and that will be linked to the individual, business and organization performance.
- Compensation will be transparent, fair and simple to administer.
- Compensation will be fully Legal and Tax compliant, as per the relevant laws in place.

The shareholders approve the compensation of the Executive Directors for the entire period of their term. The compensation payable to each of the Independent Director is limited to a fixed percentage of profits per year as recommended by the Recruitment & Remuneration Committee. The aggregate of these is within the limit of 1% of the net profits of the Company for the year in respect of Non-Executive Directors, calculated as per the provisions of the Companies Act 1956, as approved by the shareholders, and is separately disclosed in the financial statements. The actual amount of commission payable to each Non-Executive Director is decided by the Board based on the overall contribution and role of such Directors.

The role and the involvement of the Non-Executive Directors as members of the Board and its Committees, has undergone qualitative changes pursuant to more stringent accounting standards and corporate governance norms. Further, in view of the scale and expertise required for the Company's business, the Company has paid sitting fees at the rate of Rs. 10,000/- per meeting to the Non-Executive Independent Directors for attending the meetings of the Board, Audit Committee, Share Transfer & Shareholders' / Investors' Grievance Committee and Recruitment & Remuneration Committee constituted by the Board. With effect from 29th April, 2009, sitting fees for attending Board and Audit Committee Meetings has been increased to Rs. 20,000/- per meeting.

Composition and attendance during the year ended 31st December, 2009:

The Committee met one (1) time during the year under review. The meeting was held on 27th February, 2009.

Sr. No.	Name of the Director	Designation	Category*	No. of meetings attended
1.	Mr. Anant Vishnu Rajwade	Chairman	I & NED	1
2.	Mr. Heinrich-Ludger Heuberg**	Member	NED	—
3.	Mr. Krishnan Ramachandran**	Member	I & NED	—
4.	Mr. Ramesh Savoor**	Member	I & NED	—
5.	Dr. Angus Porter\$	Member	NED	1
6.	Mr. Udayan Bose\$\$	Member	I & NED	1

* NED – Non-Executive Director I – Independent ED – Executive Director

** Mr. Heinrich-Ludger Heuberg, Mr. Krishnan Ramachandran and Mr. Ramesh Savoor were appointed as members of the Committee with effect from 29th May, 2009.

\$ Dr. Angus Porter ceased to be a Director and Committee member with effect from 31st August, 2009.

\$\$ Mr. Udayan Bose ceased to be a Director and Committee member with effect from 29th May, 2009.

Details of Remuneration to the Directors for the financial year ended 31st December, 2009

Executive Directors

Name of Director	Salary (Rs.)	Benefits (Rs.)	Bonus/ Commission (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Mr. Madhavan Menon	5,726,688	9,895,039	—	—	15,621,727
Mr. Vinayak K. Purohit	3,533,808	9,950,290	—	—	13,484,098
Mr. Rakshit Desai	8,129,004	15,439,155	—	—	23,568,159
Sub-Total (a)	17,389,500	35,284,484	—	—	52,673,984

Non-Executive Directors

Name of Director	Salary (Rs.)	Benefits (Rs.)	Bonus/ Commission (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Mr. Udayan Bose	—	—	209,473	120,000	329,473
Mr. Hoshang S. Billimoria	—	—	516,603	430,000	946,603
Mr. Anant Vishnu Rajwade	—	—	516,603	410,000	926,603
Mr. Dilip De	—	—	516,603	180,000	696,603
Mr. Ramesh Savoor	—	—	307,131	120,000	427,131
Mr. Mahendra Kumar Sharma	—	—	307,131	280,000	587,131
Mr. Krishnan Ramachandran	—	—	307,131	60,000	367,131
Sub – Total (b)	—	—	2,680,675	1,600,000	4,280,675
Total (Rs.) (a+b)	17,389,500	33,895,400	55,354,659	1,600,000	56,954,659

- With effect from May 2005, Commission to the Executive Directors was paid on the Return on Equity (ROE) formula.
- None of the Directors hold any shares in the Company as on 31st December, 2009 other than Mr. Madhavan Menon. He held 2000 equity shares as on that date.

Details of Service Contracts, Notice Period, etc. of all the Directors for the financial year ended 31st December, 2009

Name of Director	Service Contract	Period	Notice Period	Severance fees, if any
Mr. Madhavan Menon	Yes	1st May, 2009 to 30th April, 2012	6 months	As decided by the management
Mr. Vinayak K. Purohit	Yes	14th May, 2007 to 13th May, 2010	3 months	As decided by the management
Mr. Rakshit Desai	Yes	25th November, 2008 to 24th November, 2010	3 months	As decided by the management
Non-Executive Directors	No	None. The Non-Executive Directors liable to retire by rotation, get re-appointed as per the Articles of Association of the Company and the Companies Act, 1956	None	None

(iii) Share Transfer & Shareholders' / Investors' Grievance Committee:**Terms of Reference**

The Share Transfer Committee was formed in 1996 consisting of three Executive Directors and three Non-Executive Directors to approve transfer of shares, splitting and consolidation of shares and issue of duplicate share certificates.

The Committee was renamed as the Share Transfer & Shareholders' / Investors' Grievance Committee in February 2001. The Committee, as on 31st December, 2009 comprises of six (6) Directors, of whom three (3) are Non-Executive Directors and three (3) are Executive Directors.

Composition of the Committee and attendance during the financial year ended 31st December, 2009:

Pursuant to Clause 49(VI) of the Listing Agreement, the Committee met twenty-six (26) times during the year under review i.e. once in a fortnight to approve matters related to Shares, etc.

Sr. No.	Name of the Director	Designation	Category*	No. of meetings attended
1.	Mr. Hoshang S. Billimoria	Chairman	I & NED	25
2.	Mr. Anant Vishnu Rajwade	Member	I & NED	26
3.	Mr. Madhavan Menon	Member	ED	17
4.	Mr. Vinayak K. Purohit	Member	ED	21
5.	Mr. Rakshit Desai**	Member	ED	15
6.	Mr. Mahendra Kumar Sharma***	Member	I & NED	14
7.	Mr. Udayan Bose [§]	Member	I & NED	9

* ED – Executive Director NED – Non-Executive Director I – Independent Director

** Mr. Rakshit Desai was appointed as a member of the Committee on 27th February, 2009.

*** Mr. Mahendra Kumar Sharma was appointed as a member of the Committee with effect from 29th May, 2009.

\$ Mr. Udayan Bose ceased to be Director with effect from 29th May, 2009

Name and Designation of Compliance Officer:

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

Number of Shareholders Complaints/ Correspondence received so far/ Number not solved to the satisfaction of shareholders/ Number of pending share transfers:

I. Correspondence Construed as Complaints

Sr. No.	Nature of Complaint/ Query	Total Recd.	Total Replied	Pending Queries (Days)			
				1-7	8-15	16-22	> 22
(1)	Inquiry pertaining to non-receipt of shares sent for transfer	0	0	0	0	0	0
(2)	Letters received from SEBI and other Statutory Bodies	5	5	0	0	0	0
(3)	Reply sent to queries on non-receipt of Interest/Dividend warants giving warrant details (Reconciliation in process)	6	6	0	0	0	0

II. Other Correspondence

Sr. No.	Nature of Complaint/ Query	Total Recd.	Total Replied	Pending Queries (Days)			
				1-7	8-15	16-22	> 22
(1)	Interest/ Dividend warrants	510	509	1	0	0	0
	(A) Warrant already paid	0	0	0	0	0	0
	(B) Fresh cheques / demand drafts issued against time barred instruments and duplicate requests	509	508	1	0	0	0
	(C) Misc. queries in connection with payment	1	1	0	0	0	0
(2)	Inquiry of dematerialisation of shares	3	3	0	0	0	0
(3)	Name correction	6	6	0	0	0	0
(4)	Change of address	28	28	0	0	0	0
(5)	ECS/ Mandate Registration	25	25	0	0	0	0
(6)	Loss of Shares	25	25	0	0	0	0
(7)	Split/ Consolidation/Renewal/ Duplicate issue of share certificates	1	1	0	0	0	0
(8)	Request for nomination forms	9	9	0	0	0	0
(9)	Tax exemption forms received / updated	0	0	0	0	0	0
(10)	Transmission of Securities	15	15	0	0	0	0
(11)	Exchange/ Sub-division of old shares	11	11	0	0	0	0
(12)	Dividend/ interest queries including request for changes on live warrants	109	108	1	0	0	0
(13)	Document registration	25	25	0	0	0	0
(14)	Queries related to Bonus issues	2	2	0	0	0	0
(15)	Redemption	0	0	0	0	0	0
(16)	Others (Miscellaneous)	153	153	0	0	0	0
	Total (I +II)	933	931	2	0	0	0

(iv) Sub-Committee of the Board:**Terms of reference**

The Board of Directors formed a Sub-Committee at its meeting held on 25th April, 2001 to handle day-to-day matters other than those specifically required to be decided by the Board of Directors as prescribed by the Companies Act, 1956. The scope of activities of the Sub-Committee was modified by the Board of Directors vide Circular Resolution dated 10th July, 2008. The Committee, as on 31st December, 2009, comprises of 3 Executive Directors.

Composition and Attendance

The Sub-Committee meets as and when required. During the year, the following members of the Committee met nineteen (19) times to review the operations of the Company.

Sr. No.	Name of the Director	Designation	Category*	No. of meetings attended
1.	Mr. Madhavan Menon	Chairman	ED	16
2.	Mr. Vinayak K. Purohit	Member	ED	18
3.	Mr. Rakshit Desai**	Member	ED	19

* ED – Executive Director

NED – Non-Executive Director

I – Independent Director

** Mr. Rakshit Desai was appointed as a member of the Committee on 22nd January 2009.

4. Management Committees:**(i) Group Leadership Team**

A Group Leadership Team was formed in 2007 consisting of the Managing Director, Executive Directors and Presidents of all business and functions. This is a strategic decision making body, and is responsible for evolving and executing a holistic business plan.

(ii) Executive Committee (EXECOM):

There had been a “Senior Management Group (SMG)” in formal existence since the inception of the Company that was renamed as “EXECOM” since the year 2001. It is a formal Committee of all the Heads of various business activities and support functions. It meets once a week to discuss all the policy issues relating to the day-to-day affairs of the businesses.

(iii) Risk Committee:

The Managing Director chairs the meetings of the Risk Committee and the Associate Vice President – Business Process Improvement & Audit acts as Rapporteur for this Committee. Other members of the Committee are the Executive Directors, the President & Head - Travel Businesses and the President & Head - Legal & Company Secretary. It meets quarterly to address the risk issues relating to various business and support areas and monitor the critical factors in order to effectively address them. Areas covered by this Committee are Control Policies, Business Continuity Plans, Foreign exchange coverage operations, Debtors control, Advances control, Blank Travellers' Cheques stocks exposure, Compliance Audit (FEMA & Others), Information Systems Security, Physical Security, Remittance operations etc. It reports into the Audit Committee of the Company.

5. Committee for Redemption of Preference Shares:

The Board of Directors vide a circular resolution dated 27th January, 2009 constituted a Committee for the purposes of redemption of 10,50,00,000 1% Cumulative Non-Convertible Redeemable Preference Shares which had successfully completed the redemption on 29th January, 2009.

6. Rights Issue Committees:

The Board of Directors constituted two Committees on 26th August, 2008 for the purposes of Rights Issue of Equity Shares, allotment, etc. viz. Rights Issue Committee 1 and Rights Issue Committee 2.

7. Other Qualitative Information:**(i) Contribution to Society :**

- The Company continues to be an active core committee member of the Heritage Mile Association, which seeks to conserve and enhance the architectural beauty of structures in the Hutatma Chowk to C.S.T. area in Mumbai.

The Company encourages various “activities” for the underprivileged / handicapped children. It invited the visually impaired children of the Happy Home & School for the Blind to sing Christmas carols at its premises in Mumbai.

- The Company supports NGOs such as Door Step School, V Care, Cancer Patients Aid Association, CRY, National Association of the Blind, in its efforts to support the underprivileged members of the society.
- The Company is committed to being a socially responsible corporate citizen by giving back to society in many ways. The company has donated monetarily to various charity institutes as well as through clothes, food and other basic essentials required by the institutes. The staff have also spent time with the blind and underprivileged children in different cities as well as provided them with gifts and essential commodities that were required.
- The Company continues to promote Travel and Tourism related education by providing 'Vocational / On the Job' Training to students of the degree courses offered by various Universities.
- Centre of Learning, COL is an initiative from Thomas Cook (India) Limited to develop talent for the organization as well as for the industry. Several programmes have been conducted under this banner which has helped in creating talent pool for the Industry at large.

Certificate Course in World Tour Management, CCWTM is a three month part time programme, which enables the participant to join TCIL / other travel companies as Tour Managers. Even though we were in turbulent times this programme was well received and year 2009 has seen an enrollment of 22 participants, most of them got placed in various travel companies as Tour Managers. This programme is a revenue generating model for TCIL as well as a service to the industry by creating a talent pool of Tour Managers.

NMIMS – Thomas Cook – PGDBM (Tourism) Thomas Cook (India) Ltd. in partnership with SVKM's NMIMS (Narsee Monjee Institute of Management Studies) University, a leading university, launched a one year programme in Business Management titled Post Graduate Diploma in Business Management (PGDBM–Tourism) specializing in Tourism. The MOU was signed in April 2008 with the objective of building up skilled manpower and develop sound managerial skills and competencies amongst the young professionals in the Tourism sector. The course aims to enhance the professional's ability to solve unstructured problems related to the field of tourism by applying management concepts thus bringing about a blend of managerial and technical capabilities. Thomas Cook made offers to 8 of these young professionals, the batch for academic year 2009-2010 of PGDBM (Tourism) commenced on 11th August, 2009 enrolling 15 students.

Avalon – Thomas Cook – Diploma in Travel & Tourism Thomas Cook (India) Ltd. in partnership with Avalon Aviation Academy, a subsidiary of Aptech Ltd. and a leading Training Institution in Aviation Industry launched a one year part-time programme Diploma in Travel & Tourism. This course covers the basics of all the aspects of the Tourism Industry which would enable to cater to the increasing frontline demand in the Travel Industry.

- Thomas Cook (India) Limited has partnered the Times of India in the '*Teach India*' campaign. The aim of Teach India is to provide a platform to the various members of society who, irrespective of their personal and professional standing, feel a strong desire to give back to society and to participate in building a nation based on more solidarity and justice – by providing basic education to the under-educated children and adults of India. A few of our employees have evinced interest and signed up for this initiative
- Thomas Cook has implemented '*Give India's Payroll Giving Program*' across the Indian network as a small way for employees to give back to society. This Program allows employees to contribute a small part of their salary, each month, to a cause of their choice. Over 250 employees have enrolled for this program.

Give India is a not-for-profit organization dedicated to helping the public donate to credible, transparent NGOs.

This program has been implemented by TCIL as we believe that encouraging & facilitating employees to donate to social causes is an integral part of our commitment to corporate social responsibility.

(ii) Internal Policies / Codes adopted :

The Company has devised various internal policies for administering and controlling the information being dispersed through the organisational hierarchy. These include the Information Systems Security Policy, Policy on Prevention of Insider Trading and Anti Money Laundering Policy. Moreover, the Company has formulated a Policy on Ethics and Integrity, which is binding on all the employees of the Company.

The policy on Prevention of Insider Trading is based on the model Policy devised by SEBI (Securities and Exchange Board of India) under SEBI (Prevention of Insider Trading) Regulations, 1992 as amended on 20th February, 2002 while the Policy on Ethics and Integrity puts down in detail the ethical values for each and every employee of the organisation.

Other policies viz. Information Systems Security Policy and Anti Money Laundering Policy lay down the internal control procedures in the areas of information systems and money transactions, respectively.

The Company has also formulated a Code of Conduct for the Board of Directors and Senior Management of the Company. The same is also put up on the Company's website: www.thomascook.in. An affirmation of the Managing Director regarding compliance with the Code of Conduct by all the Directors and Senior Management Personnel of the Company is annexed to this report.

8. Subsidiary Companies

Travel Corporation (India) Limited is a material non-listed Indian subsidiary company of Thomas Cook (India) Limited. The Company monitors the performance of all its subsidiaries, inter alia, by the following means:

- The financial statements, in particular, the investments made by the unlisted subsidiary company are reviewed by the Audit Committee of the Company as and when required.
- The minutes of the Board Meetings of the subsidiaries are noted at the Board Meetings of the Company.

9. Annual General Meetings:

Location and time where last three Annual General Meetings held:

Location	Date	Time
Rama Watumull Auditorium K. C. College, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020	25th June, 2007	3.30 p.m.
Rama Watumull Auditorium K. C. College, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020	27th June, 2008	3.30 p.m.
Y. B. Chavan Auditorium Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021	28th May, 2009	3.30 p.m.

Special resolutions passed at last three Annual General Meetings (AGM)

1. 30th AGM held on 25th June, 2007: Approving the change of place where the Register of Members of the Company would be placed, pursuant to Section 163 of the Companies Act, 1956.
2. 31st AGM held on 27th June, 2008: Altering the Articles of Association of the Company pursuant to Section 31 of the Companies Act, 1956.
3. 32nd AGM held on 28th May 2009: Approving the payment of Commission to Directors of the Company.

10. Disclosures:

- i) The Company does not have any related party transactions that may have any potential conflict with the interest of the Company at large.
- ii) The Company has complied with all the requirements of regulatory authorities on capital markets and no penalties, strictures have been imposed against it.
- iii) The Company has formulated a Policy on Ethics and Integrity, which is binding on all the employees of the Company and acts as a Whistleblower Policy and no personnel has been denied access to the Audit Committee.

11. Means of communication:

- The Unaudited Quarterly Financial Results of the Company to be published in the proforma prescribed by the Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE) are approved and taken on record by the Board of Directors of the Company within one month of the close of the respective quarter except for the fourth quarter for which the financial results of the Company are approved and taken on record within three months of the end of the quarter. The approved results are forthwith sent to BSE & NSE as prescribed in the Listing Agreement. Further, the results in the prescribed proforma alongwith the detailed press release is published within 48 hours in the media ensuring wider publicity. As the audited annual results are published within the stipulated period of three months from the close of the financial year as required by the Listing Agreement with the Stock Exchanges, the unaudited results for the last quarter of the financial year are not published.
- Quarterly results are published in English and in Marathi in various newspapers. The Audited Financial Results of the Company are published in Free Press (English) & Navshakti (Marathi).
- Quarterly results have also been hosted on the Company's website www.thomascook.in.
- As per requirements of Clause 51 and 52 of the Listing Agreement, all the data related to quarterly financial results, shareholding pattern, etc. is required to be provided to the special websites www.sebiedifar.nic.in or www.corpfiling.co.in within the timeframe prescribed in this regard. However, due to the change in the financial year of the Company not being updated by the www.sebiedifar.nic.in site and also due to certain technical issues on the website, the Company was unable to upload the financial results / shareholding pattern. However, with effect from quarter ending March 2009, the Company had registered with www.corpfiling.co.in site and started making the filings in addition to the filings on www.sebiedifar.nic.in website.
- All the official news releases and presentations on significant developments in the Company are hosted on Company's website and provided to the analysts and the press simultaneously.
- The Management Discussion and Analysis Report forms part of the Corporate Governance Report and is attached.

12. General Shareholder information:

Annual General Meeting	: 33rd Annual General Meeting
Date	: Wednesday, 12th May, 2010
Time	: 3.30 p.m.
Venue	: Y. B. Chavan Auditorium Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021
Financial Year	: 1st January, 2009 to 31st December, 2009
Book Closure	: Thursday, 6th May, 2010 to Wednesday, 12th May, 2010 (both days inclusive)
Dividend payment date	: 26th May, 2010
Listing on Stock Exchanges	: Bombay Stock Exchange Limited 1st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Telephone: 022-2272 1233/34 Facsimile: 022-2272 1919/3027 National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 Telephone: 022-2659 8100 - 14 Facsimile: 022-2659 8237/38

Stock Code : Bombay Stock Exchange Limited
 Securities in - Physical Form No. 413
 Electronic Form No. 500413
 Scrip Name – THOMAS CK IN
 Scrip Id – THOMASCOOK
 National Stock Exchange of India Limited
 Symbol – THOMASCOOK
 Series – EQ
 Scrip Name – THOMAS COOK

ISIN : INE332A01027

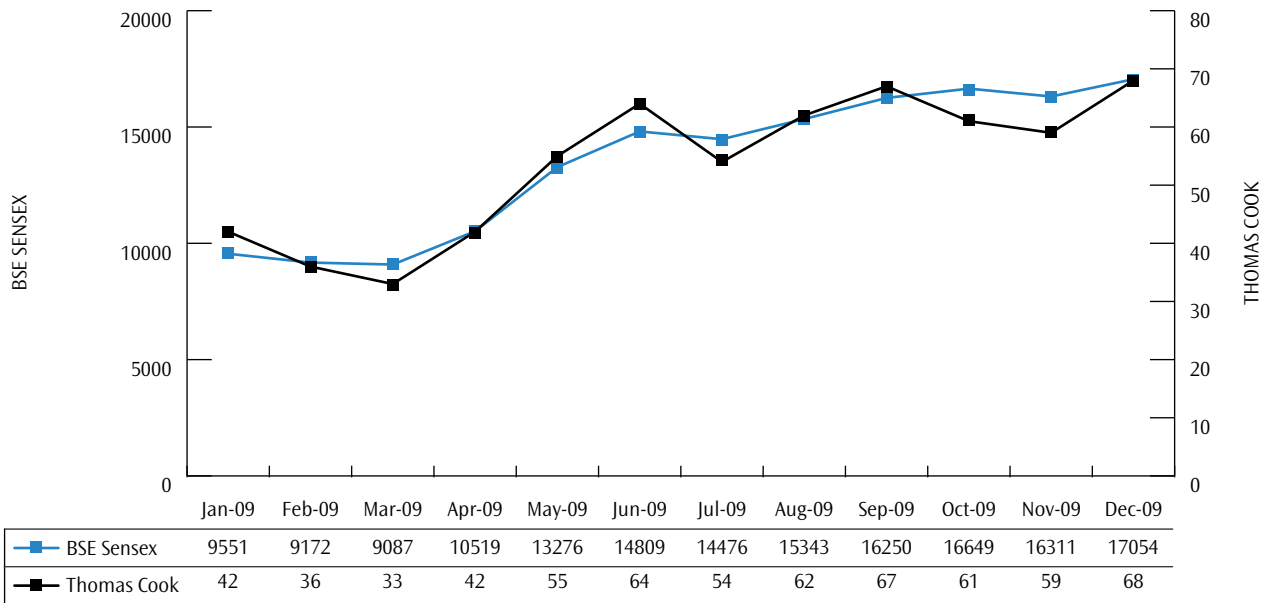
Market Price Data : High, Low and Volume (in shares) during each month for the financial year ended on 31st December, 2009

The Bombay Stock Exchange Limited (BSE):

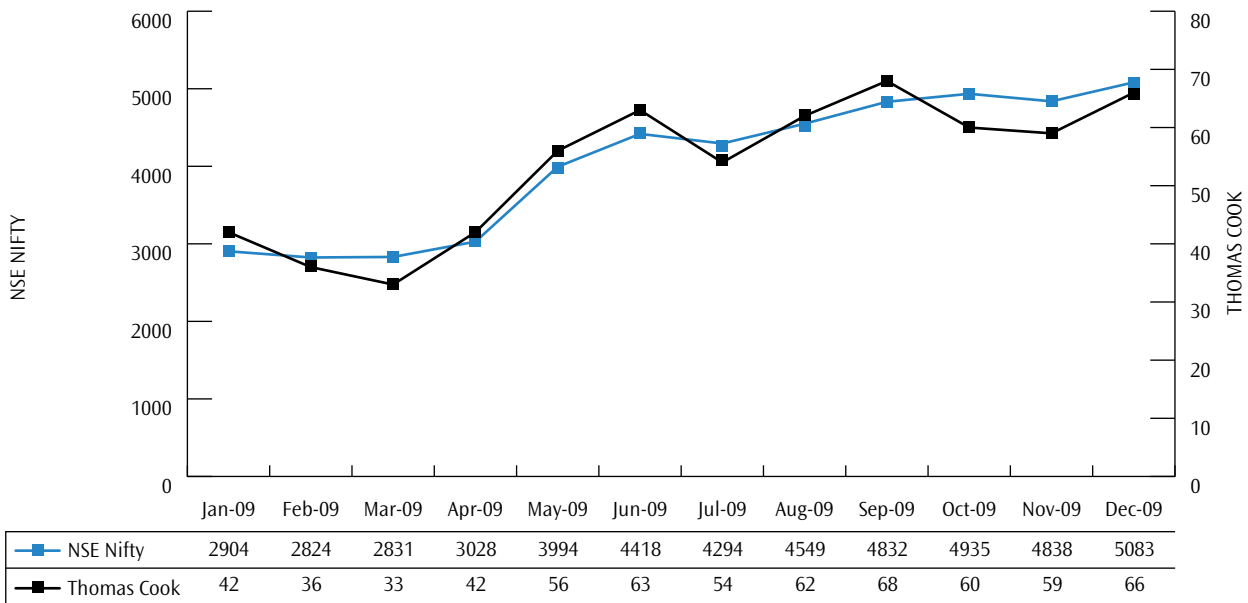
Sr. No.	Month	High (Rs.)	Low (Rs.)	Volume (Shares)
1	January 2009	50.00	34.20	1473461
2	February 2009	39.00	33.30	377236
3	March 2009	35.85	30.15	445628
4	April 2009	51.80	32.70	2694738
5	May 2009	70.10	40.60	3875611
6	June 2009	75.80	51.25	3236720
7	July 2009	62.50	45.10	1361606
8	August 2009	73.50	50.00	8023376
9	September 2009	73.40	60.15	3019523
10	October 2009	67.00	54.00	828000
11	November 2009	67.00	51.15	2973484
12	December 2009	73.40	62.50	5646276

The National Stock Exchange of India Limited (NSE):

Sr. No.	Month	High (Rs.)	Low (Rs.)	Volume (Shares)
1	January 2009	50.90	33.35	1773703
2	February 2009	38.90	33.35	643369
3	March 2009	35.80	30.10	640047
4	April 2009	51.40	32.70	4213109
5	May 2009	71.30	41.40	6306542
6	June 2009	74.70	50.40	5317801
7	July 2009	62.80	44.50	2316660
8	August 2009	73.70	51.05	13908477
9	September 2009	73.40	63.05	6656842
10	October 2009	66.80	53.70	1580506
11	November 2009	67.70	51.05	7901752
12	December 2009	73.40	58.00	12057057

Performance in comparison to broad-based indices such as BSE Sensex, Nifty Index etc.**Performance of TCIL Share Price vis-à-vis BSE Index**

BSE v/s THOMAS COOK MONTHLY AVERAGE
(Figures Source: BSE website)

Performance of TCIL Share Price vis-à-vis NSE Index

NSE v/s THOMAS COOK MONTHLY AVERAGE
(Figures Source: NSE website)

Registrar & Transfer Agents : TSR Darashaw Limited,
6-10, Haji Moosa Patrawala Indl. Estate,
20, Dr. E. Moses Road,
Mahalaxmi,
Mumbai - 400 011
Tel No.: 91-22- 6656 8484
Fax No.: 91-22- 6656 8494
E-mail ID: csg-unit@tsrdarashaw.com
Web-site: www.tsrdarashaw.com

Transfer to Investor Education and Protection Fund (IEPF)

In terms of Section 205C of the Companies Act, 1956, an amount of Rs. 167, 849 being unclaimed dividend and due for payment for the period ended 31st October, 2001, was transferred during the year to the IEPF established by the Central Government.

Share Transfer System:

Share Transfer is normally effected within a maximum period of 30 days from the date of receipt, if all the required documentation is submitted. All share transfers are approved by the Share Transfer & Shareholders'/ Investors' Grievance Committee which meets every fortnight.

I. (a) Distribution of Equity shareholding (as on 31st December, 2009):

Range of Holding	No. of Shares	Amount (Rs.)	% to Capital	No. of Shareholders	% to Shareholders
1 TO 5000	12203492	12203492	5.77	26066	95.15
5001 TO 10000	5267861	5267861	2.49	752	2.75
10001 TO 20000	5494027	5494027	2.60	448	1.63
20001 TO 30000	1295608	1295608	0.61	54	0.20
30001 TO 40000	824891	824891	0.39	24	0.09
40001 TO 50000	399344	399344	0.19	9	0.03
50001 TO 100000	1151706	1151706	0.55	18	0.07
GREATER THAN 100001	184809640	184809640	87.40	23	0.08
TOTAL	211446569	211446569	100.00	27394	100.00

(b) Categories of Shareholders (as on 31st December, 2009):

Sr.No.	Shares held by	No. of shares held	Percentage of Shareholding
1	Foreign Holdings		
	a) Foreign Collaborators	163471449	77.31
	b) Foreign Institutional Investors	331370	0.16
	c) Overseas Corporate Bodies	0	0.00
	d) Other NRI's	371178	0.18
	Total (a+b+c+d)	164173997	77.65
2	Govt. /Govt. Sponsored Financial Institutions / Nationalised Banks	13630	0.01
3	Foreign Banks	1210	0.00
4	Other Banks	0	0.00
5	Mutual funds	1723282	0.81
6	Insurance Companies	484475	0.23
7	Bodies Corporate	18535424	8.77
8	Directors & their Relatives	2000	0.00
9	Trusts	1750	0.00
10	Other Resident Individuals	26510801	12.53
	Grand Total (1+2+3+4+5+6+7+8+9+10) :	211446569	100.00

(c) Dematerialisation of shares and liquidity:

Status of dematerialisation as on 31st December, 2009:

Particulars	No. of shares	% to Capital	No. of Accounts
National Securities Depository Limited	192741094	91.15	18665
Central Depository Securities Limited	15178452	7.18	7268
Total Dematted (A)	207919546	98.33	25933
Physical (B)	3527023	1.67	1461
Total (A + B)	211446569	100.00	27394

(d) Top 10 Shareholders (as on 31st December, 2009)

(Other than Promoters, Directors, their relatives and Associates)

Name(s) of Shareholders	Category (as per Depository)	Shares	% to Capital
LKP Finance Limited	Bodies Corporate	11096110	5.25
Hotel Hans Pvt. Ltd.	Bodies Corporate	2656770	1.25
Religare Finvest Ltd.	Bodies Corporate	2104800	0.99
UTI Master Value Fund	Mutual Funds	1538488	0.73
Bharat Kanaiyalal Sheth	Resident Individual	840000	0.40
Neeraj Batra	Resident Individual	545317	0.26
The Oriental Insurance Company Limited	Insurance Company	484475	0.23
Prime Broking Company India Ltd.	Bodies Corporate	387500	0.18
Pushpa Vadera	Resident Individual	206820	0.10
Infinity Trust Investments Pvt. Ltd.	Bodies Corporate	190756	0.09
TOTAL		20051036	9.48

II. (a) Distribution of shareholding of Class 'B' Preference Shares (as on 31st December, 2009):

Range of Holding	No. of Shares	Amount (Rs.)	% to Capital	No. of Shareholders	% to Shareholders
1 TO 5000	0	0	0.00	0	0.00
5001 TO 10000	0	0	0.00	0	0.00
10001 TO 20000	0	0	0.00	0	0.00
20001 TO 30000	0	0	0.00	0	0.00
30001 TO 40000	0	0	0.00	0	0.00
40001 TO 50000	0	0	0.00	0	0.00
50001 TO 100000	0	0	0.00	0	0.00
GREATER THAN 100001	319765	3197650	100.00	1	100.00
TOTAL	319765	3197650	100.00	1	100.00

(b) Distribution of shareholding of Class 'B' Preference Shares (as on 31st December, 2009):

Sr. No.	Shares held by	No. of shares held	Percentage of Shareholding
1	Foreign Holdings		
	a) Foreign Collaborators	0	0.00
	b) Foreign Institutional Investors	0	0.00
	c) Overseas Corporate Bodies	0	0.00
	d) Other NRI's	0	0.00
	Total (a+b+c+d)	0	0.00
2	Govt. /Govt. Sponsored Financial Institutions / Nationalised Banks	0	0.00
3	Foreign Banks	0	0.00
4	Other Banks	0	0.00
5	Mutual funds	0	0.00
6	Insurance Company	0	0.00
7	Bodies Corporate	319765	100.00
8	Directors & their Relatives	0	0.00
9	Trusts	0	0.00
10	Other Resident Individuals	0	0.00
	Grand Total (1+2+3+4+5+6+7+8+9+10) :	319765	100.00

(c) Dematerialisation of shares and liquidity:**Status of dematerialisation as on 31st December, 2009:**

Particulars	No. of shares	% to Capital	No. of Accounts
National Securities Depository Limited	319765	100.00	1
Central Depository Securities Limited	0	0.00	0
Total Dematted (A)	319765	100.00	1
Physical (B)	0	0.00	0
Total (A + B)	319765	100.00	1

(d) Top 10 Shareholders (as on 31st December, 2009)**(Other than Promoters, Directors, their relatives and Associates)**

Name(s) of Shareholders	Category (as per Depository)	Shares	% to Capital
LKP Merchant Financing Limited	Bodies Corporate	319765	100.00
TOTAL		319765	100.00

III. (a) Distribution of shareholding of Class 'C' Preference Shares (as on 31st December, 2009):

Range of Holding	No. of Shares	Amount (Rs.)	% to Capital	No. of Shareholders	% to Shareholders
1 TO 5000	0	0	0.00	0	0.00
5001 TO 10000	0	0	0.00	0	0.00
10001 TO 20000	0	0	0.00	0	0.00
20001 TO 30000	0	0	0.00	0	0.00
30001 TO 40000	0	0	0.00	0	0.00
40001 TO 50000	0	0	0.00	0	0.00
50001 TO 100000	0	0	0.00	0	0.00
GREATER THAN 100001	271800	2718000	100.00	1	100.00
TOTAL	271800	2718000	100.00	1	100.00

(b) Distribution of shareholding of Class 'C' Preference Shares (as on 31st December 2009):

Sr. No.	Shares held by	No. of shares held	Percentage of Shareholding
1	Foreign Holdings		
	a) Foreign Collaborators	0	0.00
	b) Foreign Institutional Investors	0	0.00
	c) Overseas Corporate Bodies	0	0.00
	d) Other NRI's	0	0.00
	Total (a+b+c+d)	0	0.00
2	Govt. /Govt. Sponsored Financial Institutions Nationalised Banks	0	0.00
	Total	0	0.00
3	Foreign Banks	0	0.00
4	Other Banks	0	0.00
5	Mutual Funds	0	0.00
6	Insurance Company	0	0.00
7	Bodies Corporate	271800	100.00
8	Directors & their Relatives	0	0.00
9	Trusts	0	0.00
10	Other Resident Individuals	0	0.00
	Grand Total (1+2+3+4+5+6+7+8+9+10) :	271800	100.00

(c) Dematerialisation of shares and liquidity:**Status of dematerialisation as on 31st December, 2009:**

Particulars	No. of shares	% to Capital	No. of Accounts
National Securities Depository Limited	271800	100.00	1
Central Depository Securities Limited	0	0.00	0
Total Dematted (A)	271800	100.00	1
Physical (B)	0	0.00	0
Total (A + B)	271800	100.00	1

(d) Top 10 Shareholders (as on 31st December, 2009)**(Other than Promoters, Directors, their relatives and Associates)**

Name(s) of Shareholders	Category (as per Depository)	Shares	% to Capital
LKP Merchant Financing Limited	Bodies Corporate	271800	100.00
TOTAL		271800	100.00

10,50,00,000 1% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each were redeemed on 29th January, 2009

Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity:**Convertible Preference Shares**

Outstanding Preference Shares as on 31st December, 2009 were 319765 Class 'B' 0.001 % Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each and 271800 Class 'C' 0.001 % Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each. As per the terms of issue of these shares, the Class 'B' 0.001 % Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each can be converted into an equivalent number of Equity Shares, if the EPS of the Company exceeds Rs.3.03 per share. Similarly, Class 'C' 0.001 % Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each can be converted into an equivalent number of Equity Shares, if the EPS of the Company exceeds Rs.3.64 per share.

Plant Locations:

The Company does not carry on any manufacturing activities. The Company offers its existing range of services of Foreign Exchange, Corporate Travel, Leisure Travel and Call Centre through its wide network across India and also at Sri Lanka.

Address for correspondence : Thomas Cook (India) Limited,
 Thomas Cook Building,
 Dr. D. N. Road, Fort,
 Mumbai – 400 001
 Tele: (022) 6160 3333
 Facsimile: (022) 2287 1069
 For grievance redressal / for registering complaints by investors/ shareholders, please contact:
 E-mail: shareddept@in.thomascook.com

FOR AND ON BEHALF OF THE BOARD

MADHAVAN MENON – Managing Director

VINAYAK K. PUROHIT – Executive Director - Finance

Mumbai
 Dated: 17th March, 2010

Report of the Various Committees of the Board

Report of the Audit Committee to the Members of Thomas Cook (India) Limited:

The Audit Committee of the Board consisted of the following members:

Mr. Hoshang S. Billimoria
 Mr. Heinrich-Ludger Heuberg *
 Mr. Anant Vishnu Rajwade
 Mr. Dilip De
 Mr. Mahendra Kumar Sharma *
 Mr. Ramesh Savoor *
 Mr. Roland Zeh **
 Dr. Juergen Bueser **
 Dr. Angus Porter@

Mr. R. R. Kenkare, President & Head - Legal & Company Secretary, acts as the Secretary of the Committee.

(* w.e.f. 29th May 2009. The Committee was reconstituted on 28th May, 2009)

(@ for the period from 29th May, 2009 to 31st August, 2009. The Committee was reconstituted on 28th October, 2009)

(** upto 28th May 2009, on which date, the Committee was reconstituted)

As per the requirement of the clause on Corporate Governance in the Listing Agreement as also the provisions of the Companies Act, 1956, the Audit Committee consists exclusively of Non-Executive Directors.

The Committee has, inter alia, overseen the Company's financial reporting system and the disclosure of financial information. The Committee reviewed the independence of both the internal and statutory auditors. The Committee also reviewed the reports of the Risk Management Committee. The internal controls put in place to ensure that the accounts of the Company are properly maintained and that prevailing laws and regulations are complied with, were reported upon by the internal auditors and the statutory auditors to the Committee. Based on these reports, the Committee found no material discrepancy or weakness in the internal system of the Company.

The Committee recommended to the Board the reappointment of M/s. Lovelock & Lewes, as statutory auditors of the Company for the year ended 31st December 2010. The Committee also recommends the appointment of internal auditors along with their scope of work.

Mumbai
 17th March, 2010

HOSHANG S. BILLIMORIA
 Chairman
 Audit Committee

Report of the Share Transfer & Shareholders'/Investors' Grievance Committee to the Members:

The Share Transfer & Shareholders' / Investors' Grievance Committee of the Board met 26 times during the year ended 31st December, 2009. The Committee attended to share transfer formalities once in a fortnight as stipulated under Clause 49 of the Listing Agreement. The requisite quorum was present from among the following members of the Committee:

Mr. Hoshang S. Billimoria
 Mr. Anant Vishnu Rajwade
 Mr. Mahendra Kumar Sharma
 Mr. Madhavan Menon
 Mr. Vinayak K. Purohit
 Mr. Rakshit Desai *
 Mr. Udayan Bose **

Mr. R. R. Kenkare, President & Head - Legal & Company Secretary, acts as the Secretary of the Committee.

(* w.e.f. 27th February, 2009, on which date, the Committee was reconstituted)

(** Upto 28th May, 2009, on which date, the Committee was reconstituted)

The Share Transfer Committee was formed in 1996 consisting of three Executive Directors and three Non-Executive Directors with the mandate to approve transfer of shares, splitting and consolidation of shares, issue of duplicate share certificates and transmission of shares with or without legal representation. The Committee as of 31st December, 2009 comprised of 3 Non-Executive Independent Directors and 3 Executive Directors.

The Committee also took note of various shareholder correspondence and comments received directly by the Company and received by the Registrar & Share Transfer Agents viz. TSR Darashaw Limited and oversees redressal of the same.

No. of correspondence received	933
No. of correspondence attended to	931
No. of correspondence pending	2*

** pending as on 31st December, 2009. These requests were received in the last week of December 2009, and have been since attended to*

Mumbai
9th March, 2010

HOSHANG S. BILLIMORIA
Chairman
Share Transfer & Shareholders'/Investors' Grievance Committee

Report of the Sub-Committee of the Board to the Members:

The Sub-Committee of the Board met 19 times during the year ended 31st December, 2009. The requisite quorum was present from among the following members of the Committee.

Mr. Madhavan Menon
Mr. Vinayak K. Purohit
Mr. Rakshit Desai *

Mr. R. R. Kenkare, President & Head - Legal & Company Secretary, acts as the Secretary of the Committee.

(* w.e.f. 22nd January, 2009, on which date, the Committee was reconstituted)

The Board has delegated certain powers of routine nature required to effectively manage the day to day affairs of the Company. These are considered at length at the meetings of this Committee, which, while relieving the full Board from the burden of considering routine matters, also helps to effectively reduce the time to go ahead in the matters requiring Board approval.

The Sub-Committee presently consists of Mr. Madhavan Menon, Chairman, Mr. Vinayak K. Purohit, Member and Mr. Rakshit Desai, Member. The Sub-Committee meets once in a month or as and when required.

Mumbai
4th March, 2010

MADHAVAN MENON
Chairman
Sub-Committee of the Board

Report of the Recruitment & Remuneration Committee to the Members:

The Recruitment & Remuneration Committee met once during the year under review ie. January to December 2009, on 27th February 2009, and the requisite quorum was present from among the following members of the Committee:

Name of the Director	Designation
Mr. A. V. Rajwade	Chairman
Mr. Udayan Bose (until 28/05/2009)	Member
Mr. Angus Porter (until 30/08/2009)	Member

The Recruitment & Remuneration Committee was reconstituted twice, on 29th May 2009 and 28th October 2009.

Name of the Director	Designation
A.V. Rajwade**	Chairman
Angus Porter (until 30/08/2009)	Member
Mr. Heinrich Ludger Heuberg (w.e.f. 29/05/2009)**	Member
Mr. Krishnan Ramachandran (w.e.f. 29/05/2009)**	Member
Mr. Ramesh Savoor (w.e.f. 29/05/2009)**	Member

** Current Recruitment & Remuneration Committee members.

Dr. D. Prasanth Nair, President & Head - Human Resources & Special Projects, is the Rapporteur of the Committee for the meetings

Salaries:

The Committee reviewed and approved the compensation payable to the Executive Directors of the Company for the year under review within the overall limits approved by the shareholders. Information on compensation and other benefits provided to Executive Directors is disclosed in the Annual Report. The Committee also approved the compensation for the Group Leadership Team. The Committee will endeavour to constantly benchmark the Compensation & Benefits payable to the Group Leadership Team in the Company with the market trends and will take necessary steps to enable motivation and retention of key talent.

Non-Executive Directors:

Non-Executive Directors are paid compensation not exceeding the limit specified by statute and based on the approval of the members of the Company. This is to compensate the Non-Executive Directors for their contribution on various deliberations at the meeting/s and also for the responsibilities undertaken.

The table below discloses the compensation payable to Non-Executive Directors for the period ended 31st December 2009 for Thomas Cook (India) Limited and its subsidiaries.

2009	Days	Rate	Amount (Rs)
H.S.Billimoria	365	0.12%	5,16,603
Udayan Bose	148	0.05%	2,09,473
Dilip De	365	0.12%	5,16,603
A.V Rajwade	365	0.12%	5,16,603
Krishnan Ramachandran	217	0.07%	3,07,131
M.K. Sharma	217	0.07%	3,07,131
Ramesh Savoor	217	0.07%	3,07,131
Total			26,80,675

Since the Company has paid remuneration to the Executive Directors which is in excess of the limits prescribed under Sections 198 and 309 read with Schedule XIII of the Companies Act, it will be necessary to make an application to the Central Government for paying such Commission to the Non-Executive Directors of Thomas Cook (India) Limited.

For Non-Executive Directors of Travel Corporation (India) Limited, no Commission will be payable as it has reported a loss for the year ended 31st December, 2009.

The following Directors of Thomas Cook (India) Limited, representing Thomas Cook Group plc., have waived their entitlement to their share of the Commission:-

Mr. Heinrich-Ludger Heuberg

Mr. Manny Fontenla-Novoa

Dr. Angus Porter

Dr. Juergen Bueser

Mr. Roland Zeh

Mr. Michael Hallisey

Save other than as disclosed, none of the Directors had a material beneficial interest in any contract of significance to which the Company or any of its subsidiary undertakings was a party, during the financial year.

ANANT VISHNU RAJWADE

Mumbai
17th March, 2010

Chairman
Recruitment & Remuneration Committee

Auditors' Certificate on compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement(s)

To the Members of Thomas Cook (India) Limited

1. We have examined the compliance of conditions of Corporate Governance by Thomas Cook (India) Limited (the 'Company'), for the year ended 31st December 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Mumbai
17th March, 2010

For Lovelock & Lewes
Chartered Accountants

VASANT GUJARATHI
Partner
Membership No. 17866

CEO/CFO Certification pursuant to Clause 49 of the Listing Agreement(s)

To,

The Board of Directors
Thomas Cook (India) Limited
Thomas Cook Building,
Dr. D. N. Road, Fort,
Mumbai - 400 001.

This is to certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the year 2009 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control system of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- (d) We have indicated, wherever applicable, to the auditors and Audit Committee:
 - (i) significant changes, if any, in internal control over financial reporting during the year;
 - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- (e) We affirm that we have not denied any personal access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to 'whistle blowers' from unfair termination and other unfair or prejudicial employment practices; and
- (f) We further declare that all Board Members and Senior Management personnel have affirmed compliance with the code of conduct for the current year.

MADHAVAN MENON
Managing Director
Thomas Cook (India) Limited

Mumbai, 17th March, 2010

VINAYAK K. PUROHIT
Executive Director – Finance
Thomas Cook (India) Limited

Mumbai, 17th March, 2010

AUDITORS' REPORT

To the Members of Thomas Cook (India) Limited

1. We have audited the attached Balance Sheet of Thomas Cook (India) Limited, as at 31st December, 2009 and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books, and proper returns adequate for the purposes of our audit have been received from the Sri Lanka branch not visited by us;
 - (c) The report on the accounts of the Sri Lanka branch audited by the branch auditors has been forwarded to us and the same has been appropriately dealt with by us in preparing our report;
 - (d) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (e) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
 - (f) On the basis of written representations received from the directors, as on 31st December, 2009 and taken on record by the Board of Directors, we report that no director is disqualified as on 31st December, 2009 from being appointed as a director in terms of Clause (g) of Sub-section (1) of Section 274 of the Act;
 - (g) Without qualifying our opinion, we draw attention to note 2 (n) of Schedule Q of the financial statements. The Company has considered Non Compete Fees amounting to Rs. 2,200 lakhs paid during the financial year ended 31st December, 2007 as an allowable expenditure for the purpose of computing the provision for tax for the year ended 31st December, 2007 based on legal opinion.
 - (h) We further report that:
 - (i) *Approval of Central Government of India is awaited in respect of appointment of an Executive Director for a period of two years with effect from 25th November, 2008 and the remuneration paid to him amounting to Rs. 24.73 lakhs and Rs. 235.68 lakhs for the years ended 31st December, 2008 and 31st December, 2009 respectively [refer note 2 (o) of Schedule Q].*
 - (ii) *Managerial remuneration aggregating Rs. 553.55 lakhs [including Rs. 235.68 lakhs paid to Executive Director referred in paragraph 4 (h) (i) above] for the year paid/payable to the directors, which exceeded the permissible limits as prescribed under Schedule XIII of the Act, is subject to approval of the Central Government of India [refer Note 2 (o) of Schedule Q].*
 - (i) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements, together with the notes thereon and Schedules A to Q annexed thereto, give in the prescribed manner the information required by the Act and, *except for the effect of the matters referred to in paragraph 4(h) above on the financial statements*, give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st December, 2009;
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For LOVELOCK & LEWES
Chartered Accountants
VASANT GUJARATHI
Partner
Membership No. 17866
Mumbai, 17th March, 2010

Annexure to the Auditors' Report

[Referred to in paragraph 3 of the Auditors' Report of even date to the members of Thomas Cook (India) Limited on the financial statements for the year ended 31st December, 2009]

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The Fixed assets have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
- (c) In our opinion, a substantial part of fixed assets has not been disposed of by the Company during the year.
2. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
- (b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
3. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services except in respect of Corporate Travel Business where the internal control system needs to stabilised on account of implementation of the Corporate Travel Module w.e.f. 16th October, 2009. Further, on the basis of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
4. In our opinion and according to the information and explanations given to us, there are no contracts or arrangements referred to in Section 301 of the Act during the year that need to be entered in the register maintained under that section.
5. The Company has not accepted any deposits from the public within the meaning of Sections 58A & 58AA of the Act and the rules framed there under.
6. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth tax, service tax, customs duty, cess and other material statutory dues as applicable with the appropriate authorities in India.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of wealth tax, customs duty and cess which have not been deposited on account of any dispute. The particulars of dues of income-tax and service tax as at 31st December, 2009 which have not been deposited on account of a dispute, are as follows –

Name of the statute	Nature of dues	Amount Rupees	Year to which the amount relates	Forum where the dispute is pending
Income-tax Act, 1961	Income-tax on certain disallowances	46,922,228	Assessment year 1994-95 and 1996-1997	Income Tax Appellate Tribunal
Income-tax Act, 1961	Income-tax on certain disallowances	930,793	Assessment year 2005-06	Commissioner of Income Tax Appeal
Income-tax Act, 1961	Income-tax on certain disallowances	4,162,709	Assessment year 2006-07	Assistant Commissioner of Income Tax
Service Tax Rules, 1994	Service Tax	238,730,410	Financial Year 2003 to 2009	Various Levels from Assistant Commissioner to Commissioner Service Tax

Annexure to the Auditors' Report

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|--|--|---|
| <p>8. The Company has no accumulated losses as at 31st December, 2009 and has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.</p> <p>9. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holder.</p> <p>10. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.</p> <p>11. The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.</p> <p>12. In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments.</p> <p>13. In our opinion and according to the information and explanations given to us, the terms and conditions of a guarantee given by the Company, for the credit facilities extended by a bank to a wholly owned foreign subsidiary company during the year,</p> | <p>are not prejudicial to the interest of the Company.</p> <p>14. In our opinion, the Company has not obtained any term loans that were not applied for the purposes for which these were raised.</p> <p>15. On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.</p> <p>16. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.</p> <p>17. The Company has not issued any debentures.</p> <p>18. The management has disclosed the end use of money raised by rights issue of equity shares which opened on 31st December 2008 and closed on 14th January 2009 (Refer Note 2(q) of Schedule Q) and the same has been verified by us.</p> <p>19. During the course of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India, we have neither</p> | <p>come across any instance of fraud by the Company, noticed or reported during the year, nor have we been informed of such case by the management. Frauds on the Company through misappropriation of assets aggregating to Rs. 4,987,000 by employees of the Company, were noticed and reported. The management has since recovered Rs. 750,000 of the total amount (Refer Note 2(t) of Schedule Q).</p> <p>20. According to the information and explanations given to us and taking into consideration the nature of business of the Company, the matters specified in clauses (ii) and (viii) of paragraph 4 of the Order are not applicable to the Company.</p> |
|--|--|---|

For LOVELOCK & LEWES
Chartered Accountants

VASANT GUJARATHI
Partner

Membership No. 17866

Mumbai, 17th March, 2010

Balance Sheet as at 31st December, 2009

	Schedule	As at 31st December, 2009		As at 31st December, 2008	
		Rupees	Rupees	Rupees	Rupees
SOURCES OF FUNDS					
SHAREHOLDERS' FUNDS					
Capital	A	217,362,219		1,216,711,520	
Reserves and Surplus	B	2,507,897,990		757,054,887	
			2,725,260,209		1,973,766,407
LOAN FUNDS					
Secured Loans	C	4,828,606		117,362	
Unsecured Loans	D	1,671,001,710		2,573,975,324	
			1,675,830,316		2,574,092,686
DEFERRED TAXATION (NET)					
Deferred Tax Liability	E	67,138,331		72,014,788	
Less: Deferred Tax Assets		30,841,790		39,471,045	
			36,296,541		32,543,743
	Total		4,437,387,066		4,580,402,836
APPLICATION OF FUNDS					
FIXED ASSETS					
Gross Block	F	1,237,924,730		1,149,213,743	
Less: Depreciation		634,092,887		559,535,253	
Net Block		603,831,843		589,678,490	
Capital work-in-progress		22,665,096		10,423,630	
			626,496,939		600,102,120
INVESTMENTS	G		1,925,421,878		1,925,421,878
CURRENT ASSETS, LOANS AND ADVANCES					
Sundry Debtors	H	1,721,204,172		1,056,864,171	
Cash and Bank Balances	I	1,181,103,997		1,329,935,717	
Loans and Advances	J	883,112,850		871,710,202	
		3,785,421,019		3,258,510,090	
LESS: CURRENT LIABILITIES AND PROVISIONS					
Liabilities	K	1,780,147,619		1,059,990,315	
Provisions	L	119,805,151		143,640,937	
		1,899,952,770		1,203,631,252	
NET CURRENT ASSETS			1,885,468,249		2,054,878,838
	Total		4,437,387,066		4,580,402,836
Notes to the Financial Statements	Q				
Schedules "A" to "L" and "Q" referred to above form an integral part of the Balance Sheet.					

In terms of our report of even date

For and on behalf of the Board

For LOVELOCK & LEWES
Chartered Accountants

VASANT GUJARATHI
Partner
Membership No. 17866

Mumbai, 17th March, 2010

MADHAVAN MENON – Managing Director
VINAYAK K. PUROHIT – Executive Director – Finance
RAKSHIT DESAI – Executive Director – Travel Services
R. R. KENKARE – President & Head – Legal &
Company Secretary

Mumbai, 17th March, 2010

Profit and Loss Account for the year ended 31st December, 2009

	Schedule	Year ended 31st December, 2009		Year ended 31st December, 2008	
		Rupees	Rupees	Rupees	Rupees
INCOME					
Turnover [Refer Note 2(m) of Schedule “Q”]		2,187,387,299		2,506,652,290	
Other Income	M	59,637,724		81,346,305	
			2,247,025,023		2,587,998,595
EXPENDITURE					
Personnel Cost	N	839,531,269		835,702,157	
Advertisement and Business Promotion		98,906,561		111,521,588	
Other Expenses	O	671,053,488		670,395,981	
Interest and Other Finance Expenses (Net of Interest Income)	P	198,010,605		345,095,383	
Depreciation	F	98,522,855		88,810,200	
			1,906,024,778		2,051,525,309
PROFIT BEFORE TAXATION AND EXCEPTIONAL ITEM			341,000,245		536,473,286
Provision for Taxation					
Current Tax		114,100,000		187,000,000	
Fringe Benefit Tax		1,500,000		16,517,808	
Deferred Tax		3,752,798		(903,304)	
			119,352,798		202,614,504
PROFIT AFTER TAXATION AND BEFORE EXCEPTIONAL ITEM			221,647,447		333,858,782
Less: Exceptional Item			-		31,896,150
Net profit			221,647,447		301,962,632
Add: Transfer from Reserve created under Section 80HHD of the Income-tax Act, 1961			15,000,000		17,500,000
			236,647,447		319,462,632
Balance brought forward from previous year			617,047,311		439,661,996
			853,694,758		759,124,628
APPROPRIATIONS					
Transfer to General Reserve		22,164,745		33,500,000	
Proposed Dividend on Equity Shares		79,292,463		79,292,463	
Dividend on Preference Shares		832,046		3,815,848	
Proposed Dividend on Preference Shares		59		9,696,780	
Corporate Dividend Tax		13,617,170		15,772,226	
Balance carried to Balance Sheet		737,788,275		617,047,311	
		853,694,758		759,124,628	
Earnings per Share - Basic before Exceptional Item		1.06		1.96	
Earnings per Share - Basic after Exceptional Item		1.06		1.76	
Earnings per Share - Diluted before Exceptional Item		1.03		1.90	
Earnings per Share - Diluted after Exceptional Item		1.03		1.71	
[Rs. per Equity Share of Re. 1 each] [Refer Note 2(k) of Schedule “Q”]					
Notes to the Financial Statements	Q				
Schedules “F” and “M” to “Q” referred to above form an integral part of the Profit and Loss Account.					

In terms of our report of even date

For and on behalf of the Board

For LOVELOCK & LEWES
Chartered Accountants

MADHAVAN MENON – Managing Director
VINAYAK K. PUROHIT – Executive Director – Finance
RAKSHIT DESAI – Executive Director – Travel Services
R. R. KENKARE – President & Head – Legal &
Company Secretary

VASANT GUJARATHI
Partner
Membership No. 17866

Mumbai, 17th March, 2010

Mumbai, 17th March, 2010

Schedules forming part of the Balance Sheet as at 31st December, 2009

	As at 31st December, 2009 Rupees	As at 31st December, 2008 Rupees
SCHEDULE "A" : CAPITAL		
Authorised		
345,827,060 Equity Shares of Re. 1 each	345,827,060	345,827,060
114,760,000 'Class A' 4.65% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10 each	1,147,600,000	1,147,600,000
355,294 'Class B' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10 each	3,552,940	3,552,940
302,000 'Class C' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10 each	3,020,000	3,020,000
125,000,000 1% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10 each	<u>1,250,000,000</u>	<u>1,250,000,000</u>
	<u>2,750,000,000</u>	<u>2,750,000,000</u>
Issued and Subscribed		
211,446,569 (<i>Previous Year 160,795,870</i>) Equity Shares of Re. 1 each fully paid-up	211,446,569	160,795,870
[118,125,000 (<i>Previous Year 87,500,000</i>) Equity Shares are held by the holding company, TCIM Limited, UK]		
[45,346,449 (<i>Previous Year 32,925,965</i>) Equity Shares are held by Thomas Cook UK Limited, the Holding Company of TCIM Limited, UK]		
319,765 'Class B' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10 each	3,197,650	3,197,650
271,800 'Class C' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10 each	2,718,000	2,718,000
Nil (<i>Previous Year 105,000,000</i>) 1% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10 each	<u>—</u>	<u>1,050,000,000</u>
	<u>217,362,219</u>	<u>1,216,711,520</u>
Of the above:		
(a) 2,799,930 Equity Shares were allotted pursuant to a contract without payment being received in cash.		
(b) 138,833,330 Equity Shares were allotted as fully paid-up bonus shares by capitalisation of General Reserve and Capital Reserve.		
(c) Following shares allotted to the erstwhile shareholders of LKP Forex Limited pursuant to its merger with the Company effective 1st April, 2006		
(i) 319,765 'Class B' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10 each		
(ii) 271,800 'Class C' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10 each		
(iii) 14,949,000 Equity Shares of Re. 1 each		
Note: The Company has granted share options under the Company's Employees Stock Option Plan and share options outstanding as at 31st December 2009 are 3,976,725 (<i>Previous Year 2,163,250</i>). Of these 271,500 (<i>Previous Year 307,751</i>) option have vested in 2008, 636,000 (<i>Previous Year 721,083</i>) option have vested in 2009, 1,325,575 (<i>Previous Year 721,083</i>) will vest in 2010, 1,054,075 (<i>Previous Year 413,333</i>) in 2011 and 689,575 (<i>Previous Year Nil</i>) in 2012. During the Year Nil (<i>Previous Year 13,540</i>) options were exercised.		

Schedules forming part of the Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE “B” : RESERVES AND SURPLUS				
Reserve as required under Section 80HHD of the Income-tax Act, 1961				
Balance as per last Balance Sheet	30,000,000		47,500,000	
Less: Transfer to Profit and Loss Account	15,000,000		17,500,000	
		15,000,000		30,000,000
General Reserve				
Balance as per last Balance Sheet	105,478,161		71,978,161	
Add: Transfer from Profit and Loss Account	22,164,745		33,500,000	
		127,642,906		105,478,161
Profit and Loss Account		737,788,275		617,047,311
Share Premium*				
Opening Balance	868,591		—	
Add: Premium on Right Issue of Equity Shares	1,747,449,115		—	
Add: Premium on Issue of Equity Shares under Employee Stock Option Plan	—		824,451	
Add: Transfer from Employee Stock Options	—		44,140	
Less: Right Issue Expenses	22,935,537		—	
Less: Premium on redemption of Preference Shares	105,287,671		—	
Closing Balance		1,620,094,498		868,591
*[Refer Note 2 (q) and 2 (r) of Schedule “Q”]				
Employee Stock Options				
Opening Employee Stock Options Outstanding	3,660,824		970,262	
Add: Charge to Profit & Loss Account	3,711,487		2,734,702	
Less: Transfer to Share Premium Account	—		44,140	
Closing Employee Stock Options Outstanding		7,372,311		3,660,824
		2,507,897,990		757,054,887
SCHEDULE “C” : SECURED LOANS				
Finance Lease Liability		4,828,606		117,362
(Obligations under finance lease are secured against fixed assets acquired under finance lease arrangements)		4,828,606		117,362
SCHEDULE “D” : UNSECURED LOANS				
Short-term Loan from Banks		1,395,367,624		2,505,458,736
Bank Overdrafts		275,634,086		68,516,588
		1,671,001,710		2,573,975,324
SCHEDULE “E” : DEFERRED TAXATION (NET)				
Deferred Tax Liability				
On Fiscal Allowances on Fixed Assets		67,138,331		72,014,788
Less: Deferred Tax Assets				
On Provisions Allowable for tax purposes when paid	10,456,871		14,796,065	
On Provision for Doubtful Debts and Advances	15,408,523		15,717,468	
On Unamortised Expenditure	4,976,396		8,957,512	
		30,841,790		39,471,045
		36,296,541		32,543,743

Schedule forming part of the Balance Sheet as at 31st December, 2009

SCHEDULE "F" : FIXED ASSETS

(Rupees)

Description	Gross Block (at cost)			Depreciation/Amortisation				Net Block	
	As at 01.01.2009	Additions	Deductions	As at 31.12.2009	For the year	On Deductions	As at 31.12.2009	As at 31.12.2009	As at 31.12.2008
Intangible Assets									
Goodwill	8,831,169	—	—	8,831,169	—	—	8,831,169	—	—
Software	262,394,510	54,714,218	17,245	317,091,483	48,073,925	17,245	188,825,758	128,265,725	121,625,432
Tangible Assets									
Leasehold Properties	47,103,597	—	—	47,103,597	1,863,076	—	37,139,498	9,964,099	11,827,175
Freehold Properties	205,217,424	20,650,000	—	225,867,424	3,374,554	—	43,492,286	182,375,138	165,099,692
Strong Room	674,425	18,000	—	692,425	14,811	—	600,546	91,879	88,690
Furniture and Fittings	227,508,712	18,285,019	11,011,341	234,782,390	14,132,373	6,166,934	101,675,663	133,106,727	133,798,488
Computers	191,565,481	17,318,423	8,616,067	200,267,837	17,659,648	8,315,951	165,074,565	35,193,272	35,834,613
Office Equipment	180,616,679	12,966,898	6,990,602	186,592,975	10,542,277	3,963,494	74,452,017	112,140,958	112,743,445
Vehicles	25,301,746	34,657	8,640,973	16,695,430	2,862,191	5,501,597	14,001,385	2,694,045	8,660,955
Total	1,149,213,743	123,987,215	35,276,228	1,237,924,730	98,522,855	23,965,221	634,092,887	603,831,843	589,678,490
Previous Year	1,057,147,591	134,495,764	42,429,612	1,149,213,743	88,810,200	28,563,375	559,535,253	589,678,490	

Notes:

- Intangible Assets are other than internally generated.
- Cost of Freehold Properties includes:
 - 75 unquoted fully paid-up Shares of Rs. 4,000 in various Co-operative Societies.
 - Share application money of Rs. 2,040 to various Co-operative Societies.
 - Premises of Rs. 12,098,500 on freehold land where the Company is yet to be registered as the owner of a proportionate share in land.
 - Premises of Rs. 163,506,670 (*Previous Year Rs. 144,506,670*) where the Co-operative Society is yet to be formed.
- Gross block and Net block of assets includes assets acquired under Finance Leases as follows:
 - Vehicles Rs. Nil (*Previous Year Rs. 1,643,720*) and Rs. Nil (*Previous Year Rs. 982,404*) respectively.
 - Computer hardware Rs. 3,053,425 (*Previous Year Rs. Nil*) and Rs. 2,595,411 (*Previous Year Rs. Nil*) respectively.
 - Computer software Rs. 2,040,754 (*Previous Year Rs. Nil*) and Rs. 1,734,641 (*Previous Year Rs. Nil*) respectively.

Schedules forming part of the Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "G" : INVESTMENTS				
(Unquoted unless otherwise stated)				
Long-term (at cost)				
In Subsidiary Companies				
- 50,000 fully paid-up Equity Shares of Rs. 10 each of Thomas Cook Insurance Services (India) Limited	500,000		500,000	
- 50,000 fully paid-up Equity Shares of Rs. 10 each of Indian Horizon Travel and Tours Limited	500,000		500,000	
- 50,000 fully paid-up Equity Shares of Rs. 10 each of Thomas Cook Tours Limited	500,000		500,000	
- 1,655,500 fully paid-up Equity Shares of USD 1 each of Thomas Cook (Mauritius) Holding Company Limited	73,248,730		73,248,730	
- 1,576,698 fully paid-up Equity Shares of Rs. 10 each of Travel Corporation (India) Limited	1,848,427,470		1,848,427,470	
		1,923,176,200		1,923,176,200
In fully paid-up Ordinary Shares - Trade				
- 393,662 fully paid-up Ordinary Shares of SLR 10 each of Tangerine Beach Hotel Limited - Quoted		1,279,624		1,279,624
- 676 fully paid-up Class C (Series I) Common Stock of USD 0.0001 each of Visa Inc.		962,589		962,589
In fully paid-up Ordinary Shares – Non Trade				
- 10 fully paid-up Equity Shares of Rs. 10 each of JIK Industries Limited – Quoted		18,000		18,000
- 100 fully paid-up Equity Shares of Rs. 10 each of Weizmann Limited – Quoted		2,000		2,000
		1,925,438,413		1,925,438,413
Less: Provision for diminution in value of investment		16,535		16,535
		1,925,421,878		1,925,421,878
Aggregate amount of Quoted Investments		1,283,089		1,283,089
Aggregate amount of Unquoted Investments		1,924,138,789		1,924,138,789
		1,925,421,878		1,925,421,878
Aggregate Market Value of Quoted Investments		10,133,539		4,688,569

Schedules forming part of the Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
SCHEDULE "G" : INVESTMENTS (Contd.)				
Investments purchased and sold during the year		Units		Units
- Units of Rs. 10 each of Birla Sun Life Cash Manager - Institutional Plan - Daily Dividend - Reinvestment		4,999,021		—
- Units of Rs. 10 each of Birla Sun Life Cash Manager - Institutional Plan - Growth		16,932,606		—
- Units of Rs. 10 each of Birla Sun Life Cash Plus - Institutional Premium - Daily Dividend - Reinvestment		159,710,442		—
- Units of Rs. 10 each of Birla Sun Life Savings Fund - Institutional Plan - Daily Dividend - Reinvestment		9,998,135		—
- Units of Rs. 10 each of HDFC Cash Management Fund - Savings Plan - Daily Dividend Reinvestment		38,743,940		—
- Units of Rs. 10 each of HDFC Liquid Fund Premium Plan - Dividend - Daily Reinvestment		44,050,454		—
- Units of Rs. 10 each of IDFC Cash Fund - Institutional Plan B - Daily Dividend		14,998,889		—
- Units of Rs. 10 each of IDFC Cash Fund - Super Institutional Plan C - Daily Dividend		124,990,857		—
- Units of Rs. 10 each of SBI - Premier Liquid Fund - Institutional - Daily Dividend		1,993,664		—
- Units of Rs. 10 each of SBI - SHF - Ultra Short Term fund - Institutional Plan - Daily Dividend		9,999,699		—
- Units of Rs. 10 each of SBI - Magnum Insta Cash Fund - Cash Option		2,532,684		—
- Units of Rs. 10 each of SBI - Magnum Insta Cash Fund - Daily Dividend Option		69,861,856		—
- Units of Rs. 1000 each of Templeton India Treasury Management Account Super Institutional Plan - Daily Dividend Reinvestment		329,812		—
- Units of Rs. 1000 each of Templeton India Treasury Management Account Super Institutional Plan - Growth		572,139		—
- Units of Rs. 1000 each of UTI Liquid Cash Plan Institutional - Daily Income Option - Reinvestment		853,499		—
SCHEDULE "H" : SUNDRY DEBTORS				
Unsecured, Considered Good		Rupees		Rupees
Outstanding exceeding six months		78,869,702		70,705,496
Others		1,642,334,470		986,158,675
		1,721,204,172		1,056,864,171
Unsecured, Considered Doubtful				
Outstanding exceeding six months		47,026,191		36,533,133
Less: Provision for Doubtful Debts		47,026,191		36,533,133
		—		—
		1,721,204,172		1,056,864,171

Schedules forming part of the Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "I" : CASH AND BANK BALANCES				
Cash and Cheques on Hand		332,063,829		461,178,784
(including Foreign Currencies - Notes and paid documents)				
Remittances in Transit		377,076,431		487,851,191
(including Foreign Currencies - Notes and paid documents)				
Balances with Scheduled Banks				
On Current Accounts	59,507,523		313,709,191	
On Deposit Accounts	10,764,650		10,764,650	
(on lien with various authorities)		70,272,173		324,473,841
Balances with Non-Scheduled Banks				
On Current Accounts				
Deutsche Bank Trust Company Americas, New York, USA	233,284,962		—	
(maximum balance during the year Rs.462,329,307 - Previous Year Rs. 646,986,976)				
Deutsche Bank AG, Frankfurt, Germany	154,785,506		26,202,462	
(maximum balance during the year Rs. 328,606,703 - Previous Year Rs. 205,882,145)				
Bank of Nova Scotia, Toronto, Canada	5,305,212		—	
(maximum balance during the year Rs. 48,721,761 - Previous Year Rs. 41,335,826)				
ANZ National Bank Limited, Wellington, New Zealand	1,046,435		4,321,121	
(maximum balance during the year Rs. 21,523,091 - Previous Year Rs. 8,496,551)				
ANZ National Bank Limited, Australia	—		23,470,091	
(maximum balance during the year Rs. 33,879,446 - Previous Year Rs. 51,981,676)				
Bank of America, Singapore	5,421,579		—	
(maximum balance during the year Rs. 8,325,707 - Previous Year Rs. Nil)				
Standard Chartered Grindlays Bank, Sri Lanka	11,093		763,283	
(maximum balance during the year Rs. 1,379,563 - Previous Year Rs. 14,168,935)				
NDB Bank, Sri Lanka	13,515		611	
(maximum balance during the year Rs. 13,620 - Previous Year Rs. 123,928)	399,868,302		54,757,568	
On Deposit Accounts				
NDB Bank, Sri Lanka	1,823,262		1,674,333	
(maximum balance during the year Rs. 1,823,262 - Previous Year Rs. 1,718,402)				
		401,691,564		56,431,901
		<u>1,181,103,997</u>		<u>1,329,935,717</u>

Schedules forming part of the Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "J" : LOANS AND ADVANCES				
(Unsecured, Considered Good unless otherwise stated)				
Advances to Subsidiary Companies		1,755,785		1,080,726
Advances Recoverable in cash or in kind or for value to be received				
Considered Good	629,961,125		644,437,300	
Considered Doubtful	5,273,797		9,661,576	
	635,234,922		654,098,876	
Less: Provision for Doubtful Advances	5,273,797		9,661,576	
		629,961,125		644,437,300
Tax Payments less Provisions		251,395,940		226,192,176
		883,112,850		871,710,202
SCHEDULE "K" : LIABILITIES				
Sundry Creditors other than Micro and Small Scale Business Entities* [Refer Note 2(d) of Schedule "Q"]		1,551,719,232		937,084,861
Payable to Subsidiary Companies		5,317,303		8,741,014
Balance Purchase Consideration for Acquisition of Sri Lanka Branch Operations		4,802,000		4,802,000
Advance Payments from Customers for which value is still to be given (including Travellers Cheques, Drafts and Transfers Unpaid)		183,587,930		77,079,478
Unpaid Dividend@		2,095,567		2,079,861
Interest accrued but not due		4,080,960		14,154,915
Fractional Entitlement on Bonus Shares Refund Accounts		49,066		49,066
Other Liabilities		28,495,561		15,999,120
		1,780,147,619		1,059,990,315
*Includes Book Overdrafts aggregating to Rs. 851,382,001 (Previous Year Rs. 282,833,361).				
@There is no amount due and outstanding to be credited to Investor Education and Protection Fund.				
SCHEDULE "L" : PROVISIONS				
Proposed Dividend		79,292,463		79,292,463
Proposed Preference Dividend		59		9,696,780
Corporate Dividend Tax		13,475,764		15,123,720
Provision for Leave Encashment		7,062,139		6,128,264
Provision for Gratuity		19,974,726		33,399,710
		119,805,151		143,640,937

Schedules forming part of the Profit and Loss Account for the year ended 31st December, 2009

	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE “M” : OTHER INCOME				
Dividend on Current Investments - Non Trade		1,345,712		2,682
Rent		959,702		842,874
Exchange Variation (Net) other than in the normal course of business as Foreign Exchange Authorised Dealers		—		8,549,581
Profit on Redemption of Long-term Investments		—		358,368
Liabilities no longer required written back		55,303,477		66,884,883
Miscellaneous Income		2,028,833		4,707,917
		<u>59,637,724</u>		<u>81,346,305</u>
SCHEDULE “N” : PERSONNEL COST				
Salaries, Wages and Bonus *		693,535,644		608,265,829
Contribution to Provident and Other Funds		46,289,843		47,368,802
(Write back) / Provision for Gratuity-cum-Life Assurance Policy (Net)		(2,727,506)		21,561,032
Staff Welfare Expenses		87,402,249		86,700,723
Staff Training, Recruitment and Other Costs		9,626,180		20,408,964
Incentive/Commission to Staff and Directors		5,404,859		51,396,807
		<u>839,531,269</u>		<u>835,702,157</u>
* Includes Rs. 3,711,487 (Previous Year - Rs. 2,734,702) on account of discounting charges on Employee Stock Options.				

Schedules forming part of the Profit and Loss Account for the year ended 31st December, 2009

	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "O" : OTHER EXPENSES				
Rent		187,839,667		165,905,851
Rates and Taxes		5,087,967		3,354,222
Insurance		12,492,848		13,283,653
Repairs and Maintenance				
Buildings	319,844		651,260	
Others	53,805,789		54,965,593	
		54,125,633		55,616,853
Electricity		38,168,922		33,080,783
Printing and Stationery		16,083,035		22,116,955
Postage, Telegrams, Telex and Telephones		69,744,073		75,075,489
Freight Currency Shipment		23,233,028		23,127,339
Legal and Professional Charges		83,158,940		98,954,896
Auditors' Remuneration				
Audit Fees	4,500,000		4,500,000	
Reports under the provisions of the Income-tax Act, 1961	2,750,000		2,750,000	
Miscellaneous Reports	71,000		98,500	
Reimbursement of Expenses	192,510		203,951	
	7,513,510		7,552,451	
Branch Auditors' Remuneration - Audit Fees	373,580		282,122	
		7,887,090		7,834,573
Travelling and Conveyance		58,827,664		69,526,961
Directors' Fees		1,600,000		1,150,000
Security Services		20,448,045		20,453,207
Vehicle Running and Maintenance		28,834,180		26,522,281
Licence Fees		19,001,100		17,548,263
Loss on Sale of Fixed Assets (Net)		7,287,333		10,747,567
Bad Debts and advances written off		9,743,720		200,436
Provision for Doubtful Debts and Advances (Net)		6,238,021		5,711,498
Donations		25,000		683,743
Exchange Variation (Net) other than in the normal course of business as Foreign Exchange Authorised Dealers		1,333,254		—
Miscellaneous Expenses		19,893,968		19,501,411
		671,053,488		670,395,981
SCHEDULE "P" : INTEREST AND OTHER FINANCE EXPENSES				
Interest				
Short-term Loans from Banks	130,514,233		261,654,248	
Bank Overdrafts	18,638,949		37,871,346	
	149,153,182		299,525,594	
Other Finance Expenses	51,707,340		50,661,628	
		200,860,522		350,187,222
Less: Interest Income				
Bank Deposits	2,655,000		5,015,383	
On Deposits with Banks (Gross) [Tax Deducted at Source Rs. 459,016 (Previous Year - 370,522)]				
Income Tax refund	—		29,963	
Others	194,917		46,493	
		2,849,917		5,091,839
		198,010,605		345,095,383

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE “Q” : NOTES TO THE FINANCIAL STATEMENTS

1. Significant Accounting Policies

The financial statements are prepared to comply in all material aspects with the applicable accounting principles in India, the accounting standards notified under sub-section (3C) of Section 211 of Companies Act, 1956 (the ‘Act’) and the other relevant provisions of the Act. The significant accounting policies are as follows:

(a) Basis of Accounting

The financial statements are prepared in accordance with the historical cost convention.

(b) Fixed Assets and Depreciation

(i) The gross block of fixed assets is stated at the purchase price of acquisition of such fixed assets including any attributable cost for bringing the asset to its working condition for its intended use.

(ii) Depreciation on fixed assets is provided at the rates specified in Schedule XIV of the Companies Act, 1956 or the rates determined based on the useful lives of the assets as estimated by the management, whichever are higher. Depreciation is provided on Straight Line Method. The rates adopted for depreciation determined on the basis of useful lives of fixed assets are as follows:

Description of Asset	Rate of Depreciation
Software	25%
Computers	25%
Office Equipment - VSAT and Communication Router	10%
Vehicles	15%

Fixed assets costing Rs. 5,000 or less are fully depreciated in the year of acquisition.

(iii) Leasehold properties are amortised over the period of the lease.

(c) (i) Foreign Currency Transactions

All the monetary items denominated in foreign currency are valued at the Foreign Exchange Dealers Association of India rate (FEDAI) (except for Sri Lanka branch) and the exchange variations arising out of settlement/conversion at the FEDAI rate are recognised in the Profit and Loss Account.

Monetary items of Sri Lanka branch are valued at closing rates obtained from HSBC, as the daily buying and selling rates are set on rates obtained from them.

Profit or loss on purchase and sale of foreign exchange by the Company in its capacity as authorised dealer are accounted as a part of the turnover.

(ii) Foreign Branch

Monetary assets and liabilities are translated at the closing exchange rates.

Non-monetary assets are translated at the exchange rates prevailing on the date of the transaction.

Revenue items except depreciation are translated at average rate.

Depreciation is translated at the rates used for the translation of respective fixed assets.

(d) Investments

Long-term Investments are stated at cost. Provision is made to recognise a decline, other than temporary, in the value of Long-term Investments. Current Investments are stated at lower of cost or fair value.

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE “Q” (contd.)

(e) Retirement Benefits

Contributions to Defined Contribution schemes such as provident fund and superannuation are charged to the profit and loss account as incurred. Provident Fund contributions are made to a Trust administered by the Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company.

Contributions to gratuity and superannuation schemes are based on the premium contributions called for by the Life Insurance Corporation of India (LIC) with whom the Company has entered into an agreement for its Indian operations. Any short fall/excess based on independent actuarial valuation is accounted for in the relevant period.

The employees of the Company are entitled to Leave benefits as per the policy of the Company. As per the leave policy of the Company, liability for leave balance is treated as short-term in nature. Provision towards short-term accrued leave is made based on accumulated unutilised leave balances of employees on the payroll of the Company at the year-end.

Retirement benefits of Sri Lanka branch are provided for on the basis of the local laws.

(f) Employee Stock Option plan

Stock options granted to the employees under the stock option schemes established after June 19, 1999 are evaluated as per the accounting treatment prescribed by Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 issued by Securities and Exchange Board of India. Accordingly the excess of market value of the stock options as on the date of grant over the exercise price of the options is recognized as deferred employee compensation and is charged to profit and loss account on graded vesting period of the options.

(g) Turnover

Turnover comprises of travellers cheques commissions and margins on foreign exchange transactions in the normal course of business as authorised dealers, net commissions earned on travel management, service agency charges including profit or loss in respect of tour and card product activities. In line with established international practice, the income arising from the buying and selling of foreign currencies (net of brokerages paid) is included on the basis of margins achieved, since inclusion on the basis of their gross value would not be meaningful and potentially misleading for use as an indicator of the level of the Company's business.

(h) Revenue Recognition

Commission on tickets and service charges from customers are recognised on issue of the tickets. Incentive from airlines are accounted on the basis of tickets issued to sectors travelled.

Revenue on foreign exchange transactions is recognised at the time of purchase and sale.

Revenue on holiday packages is recognised on proportionate basis considering the actual number of days completed as at the year end to the total number of days for each tour.

Revenue from other income is accounted on accrual basis.

(i) Leases

Assets acquired under finance lease arrangements are capitalised at the inception of the lease at the lower of the fair value and the present value of minimum lease payments and a liability is created for an equivalent amount. Lease rentals are allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period. Lease rentals in respect of operating lease arrangements are charged to the Profit and Loss Account.

(j) Taxes on Income

Current tax is determined as the amount of tax payable in respect of estimated taxable income for the year.

Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "Q" (Contd.)

2. Notes to the Accounts

- (a) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. 5,306,211 (*Previous Year Rs. 1,153,730*).

	As at 31st December, 2009 Rupees	As at 31st December, 2008 Rupees
(b) Contingent Liabilities		
(i) Claims against the Company not acknowledged as debts:		
- Demand from Bombay Electricity Supply and Transport (BEST) for Electricity	1,961,083	1,961,083
- Disputed Demand from DGFT, Mumbai under EPCG Licence	—	13,789,235
(ii) Disputed Income-tax Demands	57,600,535	68,248,295
(iii) Disputed Service Tax Demands	238,730,410	98,200,280
(iv) Disputed Demand for increase in rent raised by Brihanmumbai Municipal Corporation	37,211,580	33,076,960
(v) Corporate Guarantee given to a bank for the credit facilities extended by the said bank to Thomas Cook (Mauritius) Operations Company Limited	69,795,000	73,065,000

Note:

Future cash outflows in respect of (i) to (iv) above are determinable only on receipt of judgements/decisions pending with various forums/authorities. Future cash outflows in respect of (v) above is determinable only in the event of invocation of the guarantee consequent to default, if any, in repayment of dues to the bank by Thomas Cook (Mauritius) Operations Company Limited.

- (c) The tax year for the Company being the year ending 31st March, the provision for taxation for the year is the aggregate of the provision made for the three months ended 31st March, 2009 and the provision based on the figures for the remaining nine months up to 31st December, 2009, the ultimate tax liability of which will be determined on the basis of the figures for the period 1st April, 2009 to 31st March, 2010.

- (d) Micro and Small Scale Business Entities

There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding as at 31st December, 2009. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "Q" (Contd.)	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
(e) Managerial Remuneration under Section 198 of the Act to Whole time Directors (excluding gratuity contributed for the company as a whole) [Refer Note 2(o) of Schedule "Q"]				
Salaries		17,389,500		9,948,313
House Rent Allowance/Perquisite		8,726,004		5,490,504
Commission/Bonus		—		2,370,000
Contribution to Provident and Other Funds		2,086,740		2,564,115
Perquisites in cash and in kind		24,471,740		14,680,720
		<u>52,673,984</u>		<u>35,053,652</u>
Commission to Non-Executive Directors		2,680,675		3,128,299
[Refer Note 2(o) of Schedule "Q"]		<u>55,354,659</u>		<u>38,181,951</u>
Directors' Fees		1,600,000		1,150,000
Computation of net profits in accordance with Section 198 read with Section 309(5) of the Act				
Profit before Taxation and Exceptional item as per Profit and Loss Account		341,000,245		536,473,286
Add: Remuneration to Directors	55,354,659		38,181,951	
Directors' Fees	1,600,000		1,150,000	
Depreciation as per Profit and Loss Account	98,522,855		88,810,200	
Loss on Sale of Fixed Assets (Net) as per Profit and Loss Account	7,287,333		10,747,567	
Profit on Sale of Fixed Assets as per Section 350 of the Act	83,266		171,472	
		<u>162,848,113</u>		<u>139,061,190</u>
		503,848,358		675,534,476
Less: Depreciation as per Section 350 of the Act	74,388,997		67,223,741	
Loss on Sale/write off of Fixed Assets as per Section 350 of the Act	9,756,554		12,961,393	
Profit on Sale of Investments (Net) as per Profit and Loss Account	—		358,368	
		<u>84,145,551</u>		<u>80,543,503</u>
Net Profit		<u>419,702,807</u>		<u>594,990,973</u>
Commission to Non-Executive Directors @ 1%*		—		5,949,910
Salary & Commission to Executive Directors @10%*		—		59,499,097
Commission to Directors, restricted by the Board of Directors to* *[Refer Note 2(o) of Schedule "Q"]		—		3,128,299
(f) Expenditure in Foreign Currency (Other than in normal course of the business as foreign exchange authorised dealers)				
Interest and Bank Charges		35,461,108		32,849,136
Licence fees		19,001,100		16,548,263
Travelling, Subscription and Others		9,618,944		10,522,099
Professional Fees		578,643		269,102

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE “Q” (Contd.)		Year ended 31st December, 2009		Year ended 31st December, 2008	
		Rupees	Rupees	Rupees	Rupees
(g)	Remittance of Dividend to Non-resident Shareholders				
	Number of Shareholders		2*		3**
	Number of Equity Shares held		163,471,449		99,334,610
	Amount remitted		61,301,793		49,667,305
	Year to which the dividend related		31st December, 2008		31st December, 2007
	* TCIM Limited, UK & Thomas Cook UK Limited				
	**TCIM Limited, UK, Thomas Cook UK Limited & Dubai Financial LLC				
(h)	Earnings in Foreign Exchange (Excluding reimbursement of expenses and receipts in foreign currency of foreign exchange transactions in the normal course of business as authorised dealers)				
	Interest		—		2,486,459
	Receipts from Independent Tours and Travel		546,829,264		577,768,049
	Commission on Travellers Cheques		29,870,547		44,437,587
	Cash Passport		3,564,404		12,485,299
	Incentive on Currency Exports		69,500		1,866,400
(i)	Related Party Disclosures				
(A)	Enterprises where control exists				
(i)	Holding Company	TCIM Limited, UK holds 55.87% of Equity Shares of the Company. Thomas Cook UK Limited, the Holding Company of TCIM Limited, UK owns 21.45% of Equity Shares of the Company. Thomas Cook UK Limited is a step down subsidiary of Thomas Cook Group plc, the ultimate holding company.			
(ii)	Subsidiary Companies	Travel Corporation (India) Limited Thomas Cook Insurance Services (India) Limited Indian Horizon Travel and Tours Limited Thomas Cook Tours Limited Thomas Cook (Mauritius) Holding Company Limited Thomas Cook (Mauritius) Operations Company Limited Thomas Cook (Mauritius) Holidays Limited Thomas Cook (Mauritius) Travel Limited Thomas Cook Lanka Holdings (Private) Limited Airline Services Lanka (Private) Limited			
(B)	Other Related Parties with whom the Company had transactions during the year				
(i)	Fellow Subsidiaries	Thomas Cook AG, Germany Thomas Cook Tour Operations Limited, UK Thomas Cook Signature Limited, UK Thomas Cook Reisen, Germany Neckermann Reisen, Germany Thomas Cook Overseas Limited, Egypt			
(ii)	Key Management Personnel	Madhavan Menon Vinayak K. Purohit Rakshit Desai Nalini Gupta (upto 17th October, 2009) Parag Mehta (upto 31st March, 2009) Amitabh Pandey Dr. Prasanth Nair R. R. Kenkare			
(iii)	Relatives of Key Management Personnel	Lili Menon			

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE “Q” (Contd.)

(C) Disclosure of transactions between the Company and related parties and outstanding balances as at the year end:

	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
(i) Holding Company				
Licence Fees paid				
Thomas Cook UK Limited		19,001,100		13,084,508
Dividend remitted				
TCIM Limited, UK		44,296,875		43,750,000
Thomas Cook UK Limited		17,004,918		1,127,300
Dubai Financial LLC		—		4,790,005
(ii) Subsidiary Companies				
Reimbursement of Expenses (Net)				
Thomas Cook Insurance Services (India) Limited		16,235,719		9,410,122
Travel Corporation (India) Limited		17,388,300		7,891,900
Indian Horizon Travel and Tours Limited		5,500		—
Thomas Cook Tours Limited		5,500		—
Export of Foreign Currencies*				
Thomas Cook (Mauritius) Operations Company Limited		335,257,922		274,451,531
Services Availed#				
Thomas Cook Insurance Services (India) Limited		—		134,675
Thomas Cook (Mauritius) Holidays Limited		23,552,606		30,526,423
Balances as at the year end –				
Outstanding Receivables				
Thomas Cook Insurance Services (India) Limited	525,647		—	
Indian Horizon Travel and Tours Limited	5,500		—	
Thomas Cook Tours Limited	5,500		—	
Thomas Cook (Mauritius) Operations Company Limited	1,219,138		1,080,726	
		1,755,785		1,080,726
Outstanding Payables				
Thomas Cook Insurance Services (India) Limited	—		338,648	
Travel Corporation (India) Limited	—		1,739,161	
Thomas Cook (Mauritius) Holidays Limited	5,317,303		6,663,205	
		5,317,303		8,741,014
(iii) Fellow Subsidiaries				
Sale of Services*				
Thomas Cook Tour Operations Limited, UK	424,296,845		247,930,004	
Thomas Cook AG, Germany	39,606,095		26,107,766	
Others	23,905,725		11,650,917	
		487,808,665		285,688,687
Services Availed#				
Thomas Cook Overseas Limited, Egypt		14,095,206		11,404,357
Balances as at the year end -				
Outstanding Receivables				
Thomas Cook Tour Operations Limited, U.K.	13,881,452		3,810,523	
Thomas Cook AG, Germany	2,890,347		4,954,881	
Others	4,009,962		3,117,951	
		20,781,761		11,883,355

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

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SCHEDULE "Q" (Contd.)		Year ended 31st December, 2009	Year ended 31st December, 2008
		Rupees	Rupees
	Outstanding Payables		
	Thomas Cook Overseas Limited, Egypt	5,153,151	3,137,655
	* Sale value of transactions		
	# Purchase value of transactions		
(iv)	Key Management Personnel		
	Remuneration#		
	Madhavan Menon	15,621,727	16,969,504
	Vinayak K. Purohit	13,484,098	15,610,800
	Rakshit Desai	23,568,159	2,473,348
	Nalini Gupta	13,227,350	13,944,100
	Parag Mehta	5,209,494	8,473,577
	Amitabh Pandey	6,308,167	6,060,333
	Dr. Prasanth Nair	5,633,043	7,199,790
	R. R. Kenkare	7,850,856	8,299,869
	Gautam Sharma	—	5,446,659
		90,902,894	84,477,980
	#Gratuity is contributed for the Company as a whole and hence excluded		
(v)	Relative of Key Management Personnel		
	Rent Expense		
	Lili Menon	1,926,000	1,765,500
	Balance as at the year end -		
	Deposit Receivable		
	Lili Menon	16,500,000	16,500,000
(vi)	Company in which a Director has significant influence		
	Rent and Professional Charges		
	LKP Merchant Financing Limited	—	5,819,402
(j)	Disclosures for Leases		
(A)	Finance Leases		
(i)	Minimum Lease Payments payable		
-	Not later than one year	590,291	118,974
-	Later than one year but not later than five years	5,425,154	—
		6,015,445	118,974
(ii)	Present Value of Minimum Lease Payments payable		
-	Not later than one year	216,986	117,362
-	Later than one year but not later than five years	4,611,619	—
		4,828,605	117,362
(iii)	Reconciliation of Minimum Lease Payments and their Present Value		
-	Minimum Lease Payments Payable as per (i) above	6,015,445	118,974
-	Less: Finance Charges to be recognised in subsequent years	1,186,840	1,612
-	Present Value of Minimum Lease Payments payable as per (ii) above	4,828,605	117,362
(iv)	Finance Charges recognised in the Profit and Loss Account	186,343	33,760

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "Q" (Contd.)	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
(B) Operating Leases				
Disclosures in respect of cancellable agreements for office and residential premises taken on lease				
(i) Lease payments recognised in the Profit and Loss Account		216,011,472		187,633,644
(ii) Significant leasing arrangements				
- The Company has given refundable interest free security deposits under certain agreements.				
- The lease agreements are for a period of eleven months to ninety years.				
- The lease agreements are cancellable at the option of either party by giving one month to six months' notice.				
- Certain agreements provide for increase in rent.				
- Some of the agreements contain a provision for their renewal.				
(iii) Future minimum lease payments under non-cancellable agreements				
- Not later than one year		13,756,144		16,581,025
- Later than one year and not later than five years		5,894,456		10,354,318
- Later than five years		—		—
(k) In determining earnings per share, the Company considers the net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of dilutive potential equity shares. Earnings per Share has been computed as under:				
Profit attributable to Equity Shareholders *		220,673,935		286,153,533
Weighted average number of shares – Basic		208,671,188		162,394,899
Weighted average number of shares – Diluted		215,629,197		168,363,809
Basic Earnings per Share before Exceptional Item (Rs. per Equity Share of Re. 1 each)		1.06		1.96
Basic Earnings per Share after Exceptional Item (Rs. per Equity Share of Re. 1 each)		1.06		1.76
Diluted Earnings per Share before Exceptional Item (Rs. per Equity Share of Re. 1 each)		1.03		1.90
Diluted Earnings per Share after Exceptional Item (Rs. per Equity Share of Re. 1 each)		1.03		1.71
* Dividend amounting to Rs. 973,507 (Previous Year Rs.15,809,100) (including Corporate Dividend Tax) on Preference shares outstanding during the year has been considered in determining the EPS for year ended 31st December 2009.				

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "Q" (Contd.)

(I) Employee Benefits

The disclosures as required as per the revised AS 15 are as under:

a) Charge to the Profit and Loss Account towards Contribution to Provident Fund and Other Funds amounted to Rs. 46,289,843 (*Previous Year Rs. 47,368,802*)

b) The disclosures in respect of gratuity, a defined benefit scheme (based on Actuarial Valuation) is as follows -

This does not include gratuity liability of Rs. 371,616 (*Previous Year Rs. 292,906*) and charge of Rs. 98,156 (*Previous Year Rs. 208,620*) in respect of Sri Lanka branch.

(i) The Following table sets forth the funded status of gratuity benefit plan, during the year ended 31st December 2009:-

	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
Present Value of Funded Obligations	64,735,159	76,827,770
Fair Value of Plan Assets	(45,132,049)	(43,720,966)
Present Value of Unfunded Obligations	—	—
Unrecognised Past Service Cost	—	—
Amount not Recognised as an Asset	—	—
Net Liability	19,603,110	33,106,804
Amounts in Balance Sheet		
Liability	19,603,110	33,106,804
Assets	—	—
Net Liability	19,603,110	33,106,804
(ii) The amount recognised in the statement of profit and loss are as follows:-		
Current Service Cost	10,505,483	6,872,887
Interest Cost	4,801,219	4,489,863
Expected return on Plan Assets	(3,768,871)	(2,623,561)
Net Actuarial (Gains)/Losses Recognised in the year	(16,627,997)	13,331,164
Past Service Cost	—	—
Losses/(Gains) on Curtailments & Settlements	2,264,504	—
Losses/(Gains) on Acquisition & Divestiture	—	—
Total Expense	(2,825,662)	22,070,353
Actual Return on Plan Assets	4,484,326	10,659,895
(iii) Changes in the present value of the defined benefit obligation:-		
Changes in Defined Benefit Obligation (DBO) during the year		
Defined Benefit Obligation at beginning of year	76,827,770	52,110,984
Current Service Cost	10,505,483	6,872,887
Interest Cost	4,801,219	4,489,863
Actuarial (Gain)/Losses	(15,912,542)	21,367,498
Past Service Cost	—	—
Actuarial Losses/(Gain) due to Curtailment	—	—
Liabilities Extinguished on Settlement	(9,763,391)	—
Liabilities Extinguished on Acquisition/(Settled on Divestiture)	—	—
Exchange Difference on Foreign Plans	—	—
Benefits Paid	(1,723,380)	(8,013,462)
Defined Benefit Obligation at year end	64,735,159	76,827,770

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "Q" (Contd.)		Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
(iv)	Change in Fair Value of Plan Assets		
	Fair Value of Plan Assets beginning of year	43,720,966	31,768,969
	Expected Return on Plan Assets	3,768,871	2,623,561
	Actuarial Losses/(Gain)	715,455	8,036,334
	Assets Distributed on Settlements	(12,027,895)	—
	Contribution by Employer	10,678,032	9,305,564
	Assets Acquired on Acquisition / (Distributed on Divestiture)	—	—
	Exchange Difference on Foreign Plans	—	—
	Benefits Paid	(1,723,380)	(8,013,462)
	Fair Value of Plan Assets at year end	45,132,049	43,720,966
(v)	The major categories of plan assets as a percentage of fair value of total plan assets:-		
	Insurer Managed Funds	100.00%	100.00%
(vi)	Principal Actuarial Assumptions as at the balance sheet date:		
	Discount Rate (p.a.)*	7.60%	5.95%
	Expected Rate of Return on Assets (p.a.)**	7.50%	7.50%
	Salary Escalation Rate (p.a.)***	6.00%	5.50%
	* The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.		
	** The expected rate of return on plan assets is based on the average long-term rate of return expected on investments of the Fund during the estimated term of the obligations.		
	*** The estimates of the future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.		
(m)	Turnover includes:		
	(i) Brokerage and Incentives paid netted off Rs. 243,486,572 (<i>Previous Year Rs. 240,993,930</i>).		
	(ii) Exchange loss on revaluation of Nostro and other Bank Accounts used for holding foreign currency for travel business Rs. 10,913,354 (<i>Previous Year profit Rs. 24,409,780</i>).		
(n)	The Company has considered Non-Compete Fees amounting to Rs. 220,000,000 paid during the financial year ended 31st December, 2007 as an allowable expenditure for the purpose of computing the provision for tax for the year ended 31st December, 2007 based on legal opinion. The assessment proceedings for the relevant assessment year have not been completed.		
(o)	The Company has appointed an Executive Director for a period of two years with effect from 25th November, 2008 and the Company has paid remuneration of Rs. 2,473,348 and Rs. 23,568,159 for the years ended 31st December, 2008 and 31st December, 2009 respectively. The appointment and remuneration of the said Executive Director was approved by the members in the Annual General Meeting held on 28th May, 2009 but approval of the Central Government of India for which an application has been made is still awaited.		
	Managerial remuneration aggregating Rs. 55,354,659 [including Rs. 23,568,159 paid to Executive Director referred in paragraph above] for the year paid/payable to the directors, which exceeded the permissible limits as prescribed under Schedule XIII of the Act, is subject to approval of the Central Government of India. The Company is in the process of obtaining an approval from the Central Government of India for the excess remuneration.		

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

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SCHEDULE "Q" (Contd.)

- (p) The Management has reviewed the operations of its various Divisions and Branches, and based on this review, the Management has:
- (a) Restructured during the year its businesses/branches and centralized travel operations, thereby incurred personnel cost of Rs. 79,034,878.
 - (b) Closed the travel/forex branches in previous year and incurred a sum of Rs. 13,566,679 on account of personnel cost, professional fees and loss on disposal of assets.
- (q) During the previous year, the Company came out with Rights issue of 56,278,554 fully paid-up Equity shares in ratio of 35 (thirty five) fully paid up equity shares for every 100 (hundred) fully paid up Equity Share held by the existing shareholders on the record date 27th December, 2008. Pursuant to this the Company at its Committee meeting held on 21st January, 2009 allotted 50,650,699 fully paid up Equity Shares of Re. 1/- each for cash at a price of Rs. 35.50 (including a share premium of Rs. 34.50) per equity share aggregating to Rs. 1,798,099,815.

The Right Issue Proceeds Utilisation is as below:-

(in lakhs)

Particulars	Rupees	Rupees
Inflow: Rights issue proceeds		17,981
Outflow: Preference Share Capital redemption (including redemption premium dividend and dividend distribution tax)	(11,676)	
FCNR Loan repayment	(4,238)	
Repayment of commercial paper/short term borrowings	(1,837)	
Expenses pertaining to Rights Issue	(230)	(17,981)

- (r) During the year ended 31st December, 2009, the Company has redeemed preference shares of Rs. 1,050,000,000. The premium on redemption of Rs. 105,287,671 has been adjusted against share premium account arising out of Right issue of equity shares.

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE “Q” (Contd.)

(s) Derivative Instruments

The Company uses Forward Exchange Contracts to hedge against its foreign currency exposures related to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

The forward exchange contracts outstanding as at 31st December, 2009 are as under:

	Currency Exchange	AUD/USD	CAD/USD	CHF/USD	EUR/USD	GBP/USD	JPY/USD
(i)	Number of buy contracts	2 (-)	1 (-)	2 (-)	1 (-)	1 (1)	1 (-)
(ii)	Aggregate Amount (Rupees)	163,220,676 (-)	4,434,500 (-)	13,550,014 (-)	67,017,500 (-)	495,412,500 (28,235,000)	9,066,600 (-)
(iii)	Number of sale contracts	6 (-)	3 (2)	2 (1)	19 (10)	14 (2)	4 (4)
(iv)	Aggregate Amount (Rupees)	97,725,435 (-)	33,259,208 (13,020,816)	9,033,000 (4,624,625)	163,189,946 (192,519,504)	69,436,215 (7,066,262)	23,677,409 (31,228,614)

(figures in brackets pertain to year 2008)

	Currency Exchange	NZD/USD	USD/INR	EUR/INR	GBP/INR	JPY/INR
(i)	Number of buy contracts	1 (-)	2 (-)	- (-)	- (-)	- (-)
(ii)	Aggregate Amount (Rupees)	7,613,438 (-)	814,275,000 (-)	- (-)	- (-)	- (-)
(iii)	Number of sale contracts	2 (-)	20 (12)	- (2)	- (1)	- (1)
(iv)	Aggregate Amount (Rupees)	4,229,688 (-)	581,625,000 (428,648,000)	- (11,994,500)	- (5,294,063)	- (3,778,460)

(figures in brackets pertain to year 2008)

- (t) Employees of the Company and other parties misappropriated assets aggregating to Rs. 4,987,000 (*Previous Year Rs. 7,251,682*) during the year. The Company has recovered Rs. 750,000 so far. The cases are under investigation and Company has taken steps for recovering the balance amount. There is no open exposure on the profit for the year in respect of misappropriated assets except for Rs. Nil (*Previous Year Rs. 751,100*).
- (u) Previous year figures have been regrouped where necessary.

In terms of our report of even date

For LOVELOCK & LEWES
Chartered Accountants

VASANT GUJARATHI
Partner
Membership No. 17866

Mumbai, 17th March, 2010

For and on behalf of the Board

MADHAVAN MENON – Managing Director
VINAYAK K. PUROHIT – Executive Director – Finance
RAKSHIT DESAI – Executive Director – Travel Services
R. R. KENKARE – President & Head – Legal & Company Secretary

Mumbai, 17th March, 2010

Balance Sheet abstract and Company's General Business profile

I. Registration Details		State Code	
Registration No.	2 0 7 1 7 / T A	1 1	
Balance Sheet Date	3 1 1 2 2 0 0 9		
	Date Month Year		
II. Capital raised during the year (Amount in Rs. Thousands)			
Public Issue		Rights Issue	
- - - - N I L		- - - 5 0 6 5 1	
Bonus Issue		Private Placement	
- - - - N I L		- - - - N I L	
III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)			
Total Liabilities*		Total Assets	
- 4 4 3 7 3 8 7		- 4 4 3 7 3 8 7	
Sources of Funds		Reserves & Surplus	
Paid-up Capital		- 2 5 0 7 8 9 8	
- - 2 1 7 3 6 2		Unsecured Loans	
Secured Loans		- 1 6 7 1 0 0 2	
- - - - 4 8 2 9			
* Total Liabilities includes Deferred Taxation (Net) of Rs. 36,296 thousands.			
Application of Funds		Investments	
Net Fixed Assets		- 1 9 2 5 4 2 2	
- - 6 2 6 4 9 7		Miscellaneous Expenditure	
Net Current Assets		- - - - - - -	
- 1 8 8 5 4 6 8			
Accumulated Losses			
- - - - - - -			
IV. Performance of Company (Amount in Rs. Thousands)			
Turnover		Total Expenditure	
- 2 1 8 7 3 8 7		- 1 9 0 6 0 2 5	
Profit/Loss before tax		Profit/Loss after tax	
+ -		+ -	
✓ - - 3 4 1 0 0 0		✓ - - 2 2 1 6 4 7	
(Please tick Appropriate box + for Profit, - for Loss)			
Earning per Share in Rs.		Dividend Rate %	
Basic (EPS)		3 7 . 5 0	
Basic (EPS)			
- - - 1 . 0 6			
- - - 1 . 0 3			
V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)			
Item Code No. (ITC Code)	N O T A P P L I C A B L E		
Product Description	A U T H O R I S E D F O R E I G N		
	E X C H A N G E D E A L E R S		
Item Code No. (ITC Code)	N O T A P P L I C A B L E		
Product Description	T R A V E L A G E N T S		
Item Code No. (ITC Code)	N O T A P P L I C A B L E		
Product Description	T O U R O P E R A T O R S		

For and on behalf of the Board

MADHAVAN MENON – Managing Director
 VINAYAK K. PUROHIT – Executive Director – Finance
 RAKSHIT DESAI – Executive Director – Travel Services
 R. R. KENKARE – President & Head – Legal & Company Secretary

Cash Flow Statement for the year ended 31st December, 2009

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	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
A. Cash flow from operating activities				
Net Profit before Taxation and after Exceptional Item		341,000,245		504,577,136
Adjustments for –				
Depreciation	98,522,855		88,810,200	
Discounting charge for Employee Stock Option	3,711,487		2,734,702	
Interest and Other Finance Expenses (Net of Interest Income)	198,010,605		345,095,383	
Dividend Income	(1,345,712)		(2,682)	
Loss on Sale of Fixed Assets (Net)	7,287,333		10,747,567	
Profit on Redemption of Long-term Investment	–		(358,368)	
		306,186,568		447,026,802
Operating profit before working capital changes		647,186,813		951,603,938
Adjustments for –				
Trade and Other Receivables	(649,678,596)		244,382,442	
Trade and Other Payables	717,479,980		(305,671,808)	
		67,801,384		(61,289,366)
Cash generated from operations		714,988,197		890,314,572
Direct Taxes paid (Net of refund of taxes)	(140,803,764)		(198,158,087)	
		(140,803,764)		(198,158,087)
Net cash from operating activities		574,184,433		692,156,485
B. Cash flow from investing activities				
Purchase of Fixed Assets	(135,984,217)		(85,651,368)	
Sale of Fixed Assets	4,023,674		3,118,670	
Sale/Redemption of Investments	–		1,635,636	
Interest Received	1,989,628		3,211,867	
Dividend Received	1,345,712		2,682	
Net cash used in investing activities		(128,625,203)		(77,682,513)
C. Cash flow from financing activities				
(Redemption)/Issue of Preference Shares	(1,155,287,671)		17,160,000	
Proceeds from Right issue of Equity Shares (net of expenses)	1,775,164,277		–	
Proceeds from issue of Equity Shares under ESOP	–		837,991	
Repayment of Borrowings (Net)	(902,973,614)		(257,771,533)	
Proceeds from/(Repayment of) Finance Lease (Net)	4,711,244		(556,426)	
Interest and Other Finance Expenses paid	(210,934,477)		(354,132,667)	
Dividend Paid	(89,805,583)		(127,583,900)	
Tax on Dividend Paid	(15,265,126)		(21,645,791)	
Net cash used in financing activities		(594,390,950)		(743,692,326)
Net decrease in cash and cash equivalents		(148,831,720)		(129,218,354)
Cash and Cash Equivalents – Opening Balance		1,329,935,717		1,459,154,071
Cash and Cash Equivalents – Closing Balance		1,181,103,997		1,329,935,717

Note :

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard – 3 on Cash Flow Statements, notified under sub-section (3C) of Section 211 of Companies Act, 1956.
- Previous year figures have been regrouped where necessary.

In terms of our report of even date

For LOVELOCK & LEWES
Chartered Accountants

VASANT GUJARATHI

Partner

Membership No. 17866

Mumbai, 17th March, 2010

For and on behalf of the Board

MADHAVAN MENON

VINAYAK K. PUROHIT

RAKSHIT DESAI

R. R. KENKARE

– Managing Director

– Executive Director – Finance

– Executive Director – Travel Services

– President & Head – Legal &
Company Secretary

Mumbai, 17th March, 2010

Auditors' Report

To the Board of Directors of Thomas Cook (India) Limited on the Consolidated Financial Statements of Thomas Cook (India) Limited and its Subsidiaries

1. We have audited the attached Consolidated Balance Sheet of Thomas Cook (India) Limited (the 'Company') and its subsidiaries as at 31st December, 2009, and the Consolidated Profit and Loss Account and Consolidated Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit and the reports of the other auditors provide a reasonable basis for our opinion.
3. (a) We did not audit the financial statements of the Sri Lanka branch of the Company, Thomas Cook (Mauritius) Holding Company Limited, Thomas Cook (Mauritius) Operations Company Limited, Thomas Cook (Mauritius) Travel Limited and Thomas Cook (Mauritius) Holidays Limited whose financial statements reflect total assets of Rs. 431,392,097 as at 31st December, 2009 and total revenues of Rs. 176,788,099 for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of this branch/these subsidiaries, is based on the reports of the other auditors.
- (b) We did not audit the financial statements of Thomas Cook Lanka Holdings (Private) Limited and Airline Services Lanka (Private) Limited whose unaudited financial statements reflect total assets and total revenue of Rs. Nil as at 31st December, 2009. As informed by management there are no operations in these Companies. These Companies have applied to Registrar General of Companies, Sri Lanka to strike off the name from their register. These subsidiaries have been consolidated on the basis of such unaudited financial statements.
4. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard – 21, Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of Thomas Cook (India) Limited and its subsidiaries included in the consolidated financial statements, other than the subsidiaries referred to in paragraph 3(b) above which have been consolidated on the basis of unaudited financial statements.
5. Without qualifying our opinion, we draw attention to note 2 (i) of Schedule Q of the financial statements. The Company has considered Non Compete Fees amounting to Rs. 2,200 lakhs paid during the financial year ended 31st December, 2007 as an allowable expenditure for the purpose of computing the provision for tax for the year ended 31st December, 2007 based on legal opinion.
6. (a) *Approval of Central Government of India is awaited in respect of appointment of an Executive Director for a period of two years with effect from 25th November, 2008 and the remuneration paid to him amounting to Rs. 24.7 lakhs and Rs. 235.68 lakhs for the years ended 31st December, 2008 and 31st December, 2009 respectively [refer note 2 (j) of Schedule Q];*
- (b) *Managerial remuneration aggregating Rs. 553.55 lakhs [including Rs. 235.68 lakhs paid to Executive Director referred in paragraph 5 (b) above] for the year paid/payable to the directors, which exceeded the permissible limits as prescribed under Schedule XIII of the Act, is subject to approval of the Central Government of India [refer note 2 (j) of Schedule Q].*
7. In our opinion and to the best of our information and according to the explanations given to us and on consideration of the separate audit reports on individual audited financial statements of Thomas Cook (India) Limited and its subsidiaries, other than the subsidiaries referred to in paragraph 3(b) above which have been consolidated on the basis of unaudited financial statements, the consolidated financial statements, together with the notes thereon and Schedules A to Q annexed thereto, *except for the effect of the matters referred to paragraph 6 above on the consolidated financial statements*, give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Consolidated Balance Sheet, of the consolidated state of affairs of Thomas Cook (India) Limited and its subsidiaries as at 31st December, 2009;
 - (b) in the case of the Consolidated Profit and Loss Account, of the consolidated results of operations of Thomas Cook (India) Limited and its subsidiaries for the year ended on that date; and
 - (c) in the case of the Consolidated Cash Flow Statement, of the consolidated cash flows of Thomas Cook (India) Limited and its subsidiaries for the year ended on that date.

For Lovelock & Lewes
Chartered Accountants
VASANT GUJARATHI
Partner
Membership No. 17866
Mumbai, 17th March, 2010

Consolidated Balance Sheet as at 31st December, 2009

	Schedule	As at 31st December, 2009		As at 31st December, 2008	
		Rupees	Rupees	Rupees	Rupees
SOURCES OF FUNDS					
SHAREHOLDERS' FUNDS					
Capital	A	217,362,219		1,216,711,520	
Reserves and Surplus	B	2,802,512,027		1,023,200,739	
			3,019,874,246		2,239,912,259
LOAN FUNDS					
Secured Loans	C		7,939,155		4,460,267
Unsecured Loans	D		1,692,498,570		2,600,063,079
DEFERRED TAXATION (NET)					
Deferred Tax Liability	E	76,859,432		84,003,941	
Less: Deferred Tax Assets		47,564,256		69,555,920	
			29,295,176		14,448,021
Total			4,749,607,147		4,858,883,626
APPLICATION OF FUNDS					
FIXED ASSETS					
Gross Block	F	2,942,022,942		2,862,889,731	
Less: Depreciation		774,341,007		721,235,019	
Net Block		2,167,681,935		2,141,654,712	
Capital work-in-progress		23,907,885		14,856,535	
			2,191,589,820		2,156,511,247
INVESTMENTS	G		356,122,969		2,245,678
CURRENT ASSETS, LOANS AND ADVANCES					
Sundry Debtors	H	2,071,130,724		1,524,720,230	
Cash and Bank Balances	I	1,501,141,471		1,818,515,833	
Loans and Advances	J	1,086,044,779		1,083,788,297	
		4,658,316,974		4,427,024,360	
LESS: CURRENT LIABILITIES AND PROVISIONS					
Liabilities	K	2,306,160,969		1,557,747,917	
Provisions	L	150,261,647		169,149,742	
		2,456,422,616		1,726,897,659	
Net Current Assets			2,201,894,358		2,700,126,701
Total	Q		4,749,607,147		4,858,883,626
Notes to the Consolidated Financial Statements					
Schedules "A" to "L" and "Q" referred to above form an integral part of the Balance Sheet.					

In terms of our report of even date

For LOVELOCK & LEWES
Chartered Accountants

VASANT GUJARATHI

Partner

Membership No. 17866

Mumbai, 17th March, 2010

For and on behalf of the Board

MADHAVAN MENON

— Managing Director

VINAYAK K. PUROHIT

— Executive Director – Finance

RAKSHIT DESAI

— Executive Director – Travel Services

R. R. KENKARE

— President & Head – Legal &
Company Secretary

Mumbai, 17th March, 2010

Consolidated Profit and Loss Account for the year ended 31st December, 2009

Schedule	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
INCOME				
Turnover [Refer Note 3 (h) of Schedule "Q"]		2,643,222,334		3,100,003,285
Other Income	M	94,297,947		159,033,232
		2,737,520,281		3,259,036,517
EXPENDITURE				
Personnel Cost	N	1,072,608,830		1,169,830,360
Advertisement and Business Promotion		112,786,080		136,219,675
Other Expenses	O	829,510,898		858,571,070
Interest and Other Finance Expenses (Net of interest income)	P	201,310,839		352,474,235
Depreciation	F	116,443,449		110,764,019
		2,332,660,096		2,627,859,359
Profit before Taxation and Exceptional item		404,860,185		631,177,158
Provision for Taxation				
Current Tax		133,662,752		217,333,008
Short Provision of Income Tax for earlier years		3,852,563		41,618
(Excess) Provision of Fringe Benefit Tax for earlier years		(55,000)		—
Fringe Benefit Tax		2,437,083		19,676,142
Deferred Tax		14,847,155		(11,025,483)
		154,744,553		226,025,285
Profit after Taxation and before Exceptional item		250,115,632		405,151,873
Less: Exceptional Item		—		31,896,150
Net profit		250,115,632		373,255,723
Add: Transfer from Reserve created under Section 80HHD of the Income-tax Act, 1961		15,000,000		17,500,000
		265,115,632		390,755,723
Balance brought forward from previous year		880,397,131		631,718,725
		1,145,512,763		1,022,474,448
APPROPRIATIONS				
Transfer to General Reserve		22,164,745		33,500,000
Proposed Dividend on Equity Shares		79,292,463		79,292,463
Dividend on Preference Shares		832,046		3,815,848
Proposed Dividend on Preference Shares		59		9,696,780
Corporate Dividend Tax		13,617,170		15,772,226
Balance carried to Balance Sheet		1,029,606,280		880,397,131
		1,145,512,763		1,022,474,448
Earnings per Share – Basic before Exceptional Item		1.19		2.40
Earnings per Share – Basic after Exceptional Item		1.19		2.20
Earnings per Share – Diluted before Exceptional Item		1.16		2.32
Earnings per Share – Diluted after Exceptional Item		1.16		2.13
[Rs. per Equity Share of Re. 1 each] [Refer Note 3(g) of Schedule "Q"] Notes to the Consolidated Financial Statements Schedules "F" and "M" to "Q" referred to above form an integral part of the Profit and Loss Account.	Q			

In terms of our report of even date

For LOVELOCK & LEWES

Chartered Accountants

VASANT GUJARATHI

Partner

Membership No. 17866

Mumbai, 17th March, 2010

For and on behalf of the Board

MADHAVAN MENON

VINAYAK K. PUROHIT

RAKSHIT DESAI

R. R. KENKARE

Mumbai, 17th March, 2010

— Managing Director

— Executive Director – Finance

— Executive Director – Travel Services

— President & Head – Legal &

Company Secretary

Schedules forming part of the Consolidated Balance Sheet as at 31st December, 2009

	As at 31st December, 2009 Rupees	As at 31st December, 2008 Rupees
SCHEDULE "A" : CAPITAL		
Authorised		
345,827,060 Equity Shares of Re.1 each	345,827,060	345,827,060
114,760,000 'Class A' 4.65% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10 each	1,147,600,000	1,147,600,000
355,294 'Class B' 0.001% Cumulative Convertible/Redeemable Preference Shares of Rs. 10 each	3,552,940	3,552,940
302,000 'Class C' 0.001% Cumulative Convertible/Redeemable Preference Shares of Rs. 10 each	3,020,000	3,020,000
125,000,000 1% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10 each	1,250,000,000	1,250,000,000
	<u>2,750,000,000</u>	<u>2,750,000,000</u>
Issued and Subscribed		
211,446,569 (<i>Previous Year 160,795,870</i>) Equity Shares of Re. 1 each fully paid-up	211,446,569	160,795,870
[118,125,000 (<i>Previous Year 87,500,000</i>) Equity Shares are held by the holding company, TCIM Limited, UK]		
[45,346,449 (<i>Previous Year 32,925,965</i>) Equity Shares are held by Thomas Cook UK Limited, the Holding Company of TCIM Limited, UK]		
319,765 'Class B' 0.001% Cumulative Convertible/Redeemable Preference Shares of Rs. 10 each	3,197,650	3,197,650
271,800 'Class C' 0.001% Cumulative Convertible/Redeemable Preference Shares of Rs. 10 each	2,718,000	2,718,000
Nil (<i>Previous Year 105,000,000</i>) 1% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10 each	—	1,050,000,000
	<u>217,362,219</u>	<u>1,216,711,520</u>
Of the above:		
(a) 2,799,930 shares were allotted pursuant to a contract without payment being received in cash.		
(b) 138,833,330 shares were allotted as fully paid-up bonus shares by capitalisation of General Reserve and Capital Reserve.		
(c) Following shares allotted to the erstwhile shareholders of LKP Forex Limited pursuant to its merger with the Company effective 1st April, 2006		
(i) 319,765 'Class B' 0.001% Cumulative Convertible/Redeemable Preference Shares of Rs. 10 each		
(ii) 271,800 'Class C' 0.001% Cumulative Convertible/Redeemable Preference Shares of Rs. 10 each		
(iii) 14,949,000 Equity Shares of Re. 1 each		
Note: The Company has granted share options under the Company's Employees Stock Option Plan and share options outstanding as at 31st December, 2009 are 3,976,725 (<i>Previous Year 2,163,250</i>). Of these 271,500 (<i>Previous Year 307,751</i>) option have vested in 2008, 636,000 (<i>Previous Year 721,083</i>) option have vested in 2009, 1,325,575 (<i>Previous Year 721,083</i>) will vest in 2010, 1,054,075 (<i>Previous Year 413,333</i>) in 2011 and 689,575 (<i>Previous Year Nil</i>) in 2012. During the Year Nil (<i>Previous Year 13,540</i>) options were exercised.		

Schedules forming part of the Consolidated Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "B" : RESERVES AND SURPLUS				
Reserve as required under Section 80HHD of the Income-tax Act, 1961				
Balance as per last Balance Sheet	30,000,000		47,500,000	
Less: Transfer to Profit and Loss Account	15,000,000		17,500,000	
		15,000,000		30,000,000
General Reserve				
Balance as per last Balance Sheet	108,274,193		74,774,193	
Add: Transfer from Profit and Loss Account	22,164,745		33,500,000	
		130,438,938		108,274,193
Profit and Loss Account		1,029,606,280		880,397,131
Share Premium*				
Opening balance	868,591		—	
Add: Received during the year	1,747,449,115		824,451	
Less: Right Issue Expenses	22,935,537		—	
Less: Premium on redemption of Preference Shares	105,287,671		—	
Add: Transfer from Employee Stock Option Plan	—		44,140	
Closing Balance		1,620,094,498		868,591
* [Refer Note 3 (l) and 3 (n) of Schedule "Q"]				
Employee Stock Options				
Opening Employee Stock Options Outstanding	3,660,824		970,262	
Add: Charge to Profit and Loss Account	3,711,487		2,734,702	
Less: Transferred to Share Premium Account	—		44,140	
Closing Employee Stock Options Outstanding		7,372,311		3,660,824
		2,802,512,027		1,023,200,739
SCHEDULE "C" : SECURED LOANS				
Finance Lease Liability		7,939,155		4,334,808
Hire Purchase Loan	—		129,340	
Less: Unmatured Finance Charges	—		3,881	
		—		125,459
		7,939,155		4,460,267
(Secured by hypothecation of book debts, pledge of Fixed Deposit receipts of the Bank and lien on vehicle purchased)				
SCHEDULE "D" : UNSECURED LOANS				
Short-term Loan from Banks		1,416,864,484		2,528,063,286
Bank Overdrafts		275,634,086		71,999,793
		1,692,498,570		2,600,063,079
SCHEDULE "E" : DEFERRED TAXATION (NET)				
Deferred Tax Liability				
On Fiscal Allowance on Fixed Assets		76,859,432		84,003,941
Less: Deferred Tax Assets				
On Provisions Allowable for tax purposes when paid	14,736,472		25,970,966	
On Provision for Doubtful Debts and Advances	27,851,388		34,627,442	
On Unamortised Expenditure	4,976,396		8,957,512	
		47,564,256		69,555,920
		29,295,176		14,448,021

Schedules forming part of the Consolidated Balance Sheet as at 31st December, 2009

SCHEDULE “F” : FIXED ASSETS

Description	Gross Block (at cost)			Depreciation/Amortisation			Net Block		(Rupees)
	As at 01.01.2009	Additions	Deductions	As at 31.12.2009	As at 01.01.2009	For the year	On Deductions	As at 31.12.2009	
Intangible Assets									
Goodwill	8,831,169	—	—	8,831,169	8,831,169	—	—	8,831,169	—
Goodwill on Consolidation	1,453,969,274	—	—	1,453,969,274	—	—	—	—	1,453,969,274
Software	276,177,245	65,818,192	230,177	341,765,260	150,921,187	51,477,427	230,177	202,168,437	139,596,823
Tangible Assets									
Leasehold Properties	45,775,369	—	—	45,775,369	34,893,535	1,863,076	—	36,756,611	9,018,758
Freehold Properties	263,226,166	20,715,000	633,176	283,307,990	70,088,428	4,312,712	456,197	73,944,943	209,363,047
Strong Room	674,425	18,000	—	692,425	585,735	14,811	—	600,546	91,879
Furniture and Fittings	266,422,051	38,351,687	22,467,824	282,305,914	114,427,453	17,252,116	15,212,122	116,467,447	165,838,467
Computers	250,543,109	21,052,675	16,960,663	254,635,121	204,988,522	22,637,236	16,441,117	211,184,641	43,450,480
Office Equipment	222,175,461	18,461,045	20,757,305	219,879,201	83,964,638	12,400,647	11,598,010	84,767,275	135,111,926
Vehicles	75,095,462	56,456	24,290,699	50,861,219	52,534,352	6,485,424	19,399,838	39,619,938	11,241,281
Total	2,862,889,731	164,473,055	85,339,844	2,942,022,942	721,235,019	116,443,449	63,337,461	774,341,007	2,167,681,935
Previous year	2,807,580,519	148,401,958	93,092,746	2,862,889,731	672,574,365	110,764,079	62,103,365	721,235,019	2,141,654,712

Notes:

- Intangible Assets are other than internally generated.
- Cost of Freehold Properties includes:
 - 75 unquoted fully paid-up Shares of Rs. 4,000 in various Co-operative Societies.
 - Share application money of Rs. 2,040 to various Co-operative Societies.
 - Premises of Rs. 12,098,500 (*Previous Year Rs. 12,098,500*) on freehold land where the Company is yet to be registered as the owner of a proportionate share in land.
 - Premises of Rs. 163,506,670 (*Previous Year Rs. 144,506,670*) where the Co-operative Society is yet to be formed.
 - Rs. 12,100,000 (*Previous Year Rs. 12,100,000*) being cost of 65 Debentures of the face value for Rs. 7,800 each (net of redemption) conferring occupancy rights of a portion of a building (Chandermukhi) as office premises and 900 equity shares of the face value of Rs. 100 each of R.R. Investments and Estates Ltd.
 - 80 unquoted fully paid-up Shares of Rs. 50 each in various Co-operative housing societies.
- Gross block & Net block of assets includes assets acquired under Finance Leases as follows:
 - Vehicles Rs. 7,376,206 (*Previous Year Rs. 10,276,545*) and Rs. 3,151,639 (*Previous Year Rs. 5,843,596*) respectively.
 - Computer hardware Rs. 3,053,425 (*Previous Year Rs. Nil*) and Rs. 2,595,411 (*Previous Year Rs. Nil*) respectively.
 - Computer software Rs. 2,040,754 (*Previous Year Rs. Nil*) and Rs. 1,734,641 (*Previous Year Rs. Nil*) respectively.

Schedules forming part of the Consolidated Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "G" : INVESTMENTS				
(Unquoted unless otherwise stated)				
Current				
In Treasury Bills of Government of Mauritius - Trade				
1 Unit of Face Value of MUR 23,200,000 (<i>Previous Year - Nil</i>)	33,844,592		—	
In fully paid-up Units of Mutual Funds - Non Trade				
- 18,216,580 (<i>Previous Year - Nil</i>) Units of Rs. 10 each of LIC Mutual Fund Liquid Fund - Daily Dividend Plan.	200,019,872		—	
- 11,977,926 (<i>Previous Year - Nil</i>) Units of Rs. 10 each of Birla Cash Plus - Instl. Prem.- Daily Dividend - Reinvestment	120,012,827		—	
		353,877,291		—
Long-term (at cost)				
In fully paid-up Ordinary Shares - Trade				
- 393,662 fully paid-up Ordinary Shares of SLR 10 each of Tangerine Beach Hotel Limited - Quoted		1,279,624		1,279,624
- 676 fully paid-up Class C (Series I) Common Stock of USD 0.0001 each of Visa Inc.		962,589		962,589
In fully paid-up Ordinary Shares - Non Trade				
10 fully paid-up Equity Shares of Rs. 10 each of JIK Industries Limited (Quoted)		18,000		18,000
100 fully paid-up Equity Shares of Rs. 10 each of Weizmann Limited (Quoted)		2,000		2,000
		356,139,504		2,262,213
Less: Provision for diminution in value of investment		16,535		16,535
		356,122,969		2,245,678
Aggregate amount of Quoted Investments		1,283,089		1,283,089
Aggregate amount of Unquoted Investments		354,839,880		962,589
		356,122,969		2,245,678
Aggregate Market Value of Quoted Investments		10,133,539		4,688,569

Schedules forming part of the Consolidated Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Units		Units	
SCHEDULE "G" : INVESTMENTS (Contd.)				
Investments purchased and sold during the year				
– Units of Rs. 10 each of Birla Sun Life Cash Manager - Institutional Plan - Daily Dividend - Reinvestment		4,999,021		–
– Units of Rs. 10 each of Birla Sun Life Cash Manager - Institutional Plan - Growth		16,932,606		–
– Units of Rs. 10 each of Birla Sun life Cash Plus - Institutional Premium - Daily Dividend - Reinvestment		159,710,442		–
– Units of Rs. 10 each of Birla Sun Life Savings Fund - Institutional Plan - Daily Dividend - Reinvestment		9,998,135		–
– Units of Rs. 10 each of HDFC Cash Management Fund - Savings Plan - Daily Dividend Reinvestment		38,743,940		–
– Units of Rs. 10 each of HDFC Liquid Fund Premium Plan - Dividend - Daily Reinvestment		66,895,287		269
– Units of Rs. 10 each of IDFC Cash Fund - Institutional Plan B - Daily Dividend		14,998,889		–
– Units of Rs. 10 each of IDFC Cash Fund - Super Institutional Plan C - Daily Dividend		124,990,857		–
– Units of Rs. 10 each of SBI - Premier Liquid Fund - Institutional - Daily Dividend		1,993,664		–
– Units of Rs. 10 each of SBI - SHF - Ultra Short Term Fund- Institutional Plan- Daily Dividend		9,999,699		–
– Units of Rs. 10 each of SBI - Magnum Insta Cash Fund - Cash Option		23,435,155		–
– Units of Rs. 10 each of SBI - Magnum Insta Cash Fund- Daily Dividend Option		69,861,856		–
– Units of Rs. 1000 each of Templeton India Treasury Management Account Super Institutional Plan - Daily Dividend Reinvestment		329,812		–
– Units of Rs. 1000 each of Templeton India Treasury Management Account Super Institutional Plan - Growth		572,139		–
– Units of Rs. 1000 each of UTI Liquid Cash Plan Institutional - Daily Income Option - Reinvestment		857,310		3,811
– Units of Rs. 1,000 each of UTI Money Market Mutual Fund		329,372		–
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "H" : SUNDRY DEBTORS				
Unsecured, Considered Good				
Outstanding exceeding six months		86,796,514		91,631,427
Others		1,984,334,210		1,433,088,803
		2,071,130,724		1,524,720,230
Unsecured, Considered Doubtful				
Outstanding exceeding six months		64,139,768		92,477,614
Others		–		–
		64,139,768		92,477,614
Less: Provision for Doubtful Debts		64,139,768		92,477,614
		–		–
		2,071,130,724		1,524,720,230

Schedules forming part of the Consolidated Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "I" : CASH AND BANK BALANCES				
Cash and Cheques on Hand		400,850,740		596,071,140
(including Foreign Currencies - Notes and paid documents)				
Remittances in Transit		377,076,431		491,579,639
(including Foreign Currencies - Notes and paid documents)				
Balances with Scheduled Banks				
on Current Accounts	108,866,790		387,329,091	
on Deposit Accounts	56,975,664		238,084,883	
(on lien with various authorities)		165,842,454		625,413,974
Balances with Non-Scheduled Banks				
On Current Accounts				
Bank of America, Singapore	5,421,579		—	
Deutsche Bank Trust Company, USA	233,284,962		—	
Deutsche Bank AG, Frankfurt, Germany	154,785,506		26,202,462	
Bank of Nova Scotia, Canada	5,305,212		—	
ANZ National Bank Limited, Wellington, New Zealand	1,046,435		4,321,121	
ANZ National Bank Limited, Australia	—		23,470,091	
Lloyds Bank, London, United Kingdom	1,443,429		240,807	
JP Morgan Chase Bank, New York, USA	1,945,837		497,873	
AfrAsia Bank Limited, Mauritius	605,168		—	
Bank One, Mauritius	685,769		—	
Bramer Bank, Mauritius	8,698,767		—	
HSBC Bank, Mauritius	1,197,249		993,416	
Barclays Bank, Mauritius	28,283,482		14,672,768	
State Bank, Mauritius	314,651		1,710,570	
MCB, Mauritius	85,660,458		—	
IOIB, Mauritius	4,903,589		3,414,213	
MPCB, Mauritius	257,398		374,306	
SEAB, Mauritius	—		125,887	
SEAB-GBP, Mauritius	—		70,993	
Banque Des Mascareignes Bank	4,678,178		1,868,430	
Deutsche Bank, Germany	1,462,937		1,054,104	
Deutsche Bank, United Kingdom	825,388		3,721,899	
Deutsche Bank, New York	14,717,982		20,273,913	
Standard Chartered Grindlays Bank, Sri Lanka	11,093		763,283	
NDB Bank, Sri Lanka	13,515		611	
	555,548,584		103,776,747	
On Deposit Accounts				
NDB Bank, Sri Lanka	1,823,262		1,674,333	
		557,371,846		105,451,080
		<u>1,501,141,471</u>		<u>1,818,515,833</u>

Schedules forming part of the Consolidated Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "J" : LOANS AND ADVANCES				
(Unsecured, Considered Good unless otherwise stated)				
Advances recoverable in cash or in kind or for value to be received				
Considered Good	748,695,566		770,821,471	
Considered Doubtful	5,273,797		9,661,576	
	753,969,363		780,483,047	
Less: Provision for Doubtful Advances	5,273,797		9,661,576	
		748,695,566		770,821,471
Tax Payments less Provisions		337,349,213		312,966,826
		<u>1,086,044,779</u>		<u>1,083,788,297</u>
SCHEDULE "K" : LIABILITIES				
Sundry Creditors*	1,972,193,364		1,351,429,633	
Balance Purchase Consideration for Acquisition of Sri Lanka Branch	4,802,000		4,802,000	
Advance Payments from Customers for which value is still to be given (including Travellers Cheques, Drafts and Transfers Unpaid)	287,754,852		164,258,100	
Unpaid Dividend	2,095,567		2,079,861	
Interest accrued but not due	4,080,960		14,154,915	
Fractional Entitlement on Bonus Shares Refund Accounts	49,066		49,066	
Other Liabilities	35,185,160		20,974,342	
	<u>2,306,160,969</u>		<u>1,557,747,917</u>	
*Includes Book Overdrafts aggregating to Rs. 867,515,925 (Previous Year Rs. 317,517,262).				
SCHEDULE "L" : PROVISIONS				
Proposed Dividend	79,292,463		79,292,463	
Proposed Preference Dividend	59		9,696,780	
Corporate Dividend Tax	13,475,764		15,123,720	
Provision for Leave Encashment	19,698,495		11,723,723	
Provision for Gratuity	37,794,866		53,313,056	
	<u>150,261,647</u>		<u>169,149,742</u>	

Schedules forming part of the Consolidated Profit and Loss Account for the year ended 31st December, 2009

	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
SCHEDULE "M" : OTHER INCOME		
Dividend on Current Investments - Non Trade	1,637,671	46,222
Rent	959,702	1,000,491
Exchange Variation (Net) other than in the normal course of business as Foreign Exchange Authorised Dealers	—	46,596,461
Profit on Redemption of Long-term Investment	—	358,368
Liabilities no longer required written back	65,887,069	80,389,058
Miscellaneous Income	25,813,505	30,642,632
	<u>94,297,947</u>	<u>159,033,232</u>
SCHEDULE "N" : PERSONNEL COST		
Salaries, Wages and Bonus*	892,130,605	891,930,916
Contribution to Provident and Other Funds	53,482,733	58,524,343
(Write back)/Provision for Gratuity-cum-Life Assurance Policy	(1,073,181)	35,270,332
Staff Welfare Expenses	112,664,275	110,399,047
Staff Training, Recruitment and Other Costs	9,999,539	21,306,446
Incentive/Commission to Staff and Directors	5,404,859	52,399,276
	<u>1,072,608,830</u>	<u>1,169,830,360</u>
* Includes Rs. 3,711,487 (Previous Year - Rs. 2,734,702) on account of discounting charges on Employee Stock Options.		

Schedules forming part of the Consolidated Profit and Loss Account for the year ended 31st December, 2009

	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "O" : OTHER EXPENSES				
Rent		208,958,838		183,055,035
Rates and Taxes		6,752,234		5,477,061
Insurance		14,331,569		16,514,664
Repairs and Maintenance				
Buildings	885,693		1,218,427	
Others	66,695,252		71,275,281	
		67,580,945		72,493,708
Electricity		46,099,489		44,377,932
Printing and Stationery		20,583,541		29,024,601
Postage, Telegrams, Telex and Telephones		87,696,138		99,951,429
Freight Currency Shipment		23,233,028		23,127,339
Legal and Professional Charges		109,055,098		128,767,873
Auditors' Remuneration				
Audit Fees	7,816,770		8,022,285	
Reports under the provisions of the Income-tax Act, 1961	3,777,575		3,804,452	
Miscellaneous Reports	71,000		1,098,500	
Reimbursement of Expenses	213,495		247,840	
	11,878,840		13,173,077	
Branch Auditors' Remuneration - Audit Fees	373,580		282,122	
		12,252,420		13,455,199
Travelling and Conveyance		78,205,728		98,963,029
Directors' Fees		1,696,290		1,463,235
Security Services		24,716,477		22,921,851
Vehicle Running and Maintenance		32,287,305		32,552,269
Licence Fees		22,023,037		18,969,799
Loss on Sale of Fixed Assets (Net)		13,941,504		4,043,486
Bad Debts and advances written off		60,928,008		7,364,359
(Write back)/Provision for Doubtful Debts and Advances (Net)		(32,282,334)		25,307,525
Donations		25,000		683,743
Exchange Variation (Net) other than in the normal course of business as Foreign Exchange Authorised Dealers		5,191,257		—
Miscellaneous Expenses		26,235,326		30,056,933
		829,510,898		858,571,070
SCHEDULE "P" : INTEREST AND OTHER FINANCE EXPENSES				
Interest				
Short-term Loans from Banks	130,514,233		263,793,664	
Bank Overdrafts	18,824,439		39,619,405	
Others	2,806,393		795,800	
	152,145,065		304,208,869	
Other Finance Expenses	54,238,140		55,416,159	
		206,383,205		359,625,028
Less: Interest Income				
On Deposits with Banks (Gross) [Tax Deducted at Source Rs. 562,245 (Previous Year - Rs. 515,422)]	3,214,367		7,051,522	
Income Tax refund	—		29,963	
Others	1,857,999		69,308	
		5,072,366		7,150,793
		201,310,839		352,474,235

Schedules forming part of the Consolidated Financial Statements for the year ended 31st December, 2009

SCHEDULE “Q” : NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Consolidation

The consolidated financial statements of Thomas Cook (India) Limited (the Company), and its domestic and foreign subsidiary companies are prepared in accordance with Accounting Standard (AS) - 21 on Consolidated Financial Statements, as per the Companies (Accounting Standard) Rules, 2006. All inter company balances and transactions have been eliminated.

- (a) List of subsidiary companies considered in the consolidated financial statements is as follows –

<u>Name of the Company</u>	<u>Country of Incorporation</u>	<u>Proportion of Ownership</u>
Travel Corporation (India) Limited	India	100%
Thomas Cook Insurance Services (India) Limited	India	100%
Indian Horizon Travel and Tours Limited	India	100%
Thomas Cook Tours Limited	India	100%
Thomas Cook (Mauritius) Holding Company Limited*	Mauritius	100%
Thomas Cook (Mauritius) Operations Company Limited*	Mauritius	100%
Thomas Cook (Mauritius) Travel Limited*	Mauritius	100%
Thomas Cook (Mauritius) Holidays Limited*	Mauritius	100%
Thomas Cook Lanka Holdings (Private) Limited @	Sri Lanka	100%
Airline Services Lanka (Private) Limited @	Sri Lanka	100%

@ There are no operations in these Companies. The Companies have applied to Registrar General of Companies, Sri Lanka to strike off the name from their register.

* Above Companies have changed their accounting year end from December to September consequently, audited financial statements for nine months ended on 30th September, 2009 have been considered for consolidation. There are no significant transactions or other events from 1st October, 2009 to 31st December, 2009. There is no change in Company's interest in these subsidiaries from 1st October, 2009 to 31st December, 2009.

- (b) The excess of cost of the Company of its investment in the subsidiary company over its share of equity of the subsidiary company, at the date on which the investment in the subsidiary company is made is recognised as Goodwill being an asset in the Consolidated Financial Statements.

2. Significant Accounting Policies

The financial statements are prepared to comply in all material aspects with the applicable statute. The significant accounting policies are as follows –

- (a) Basis of Accounting

The financial statements are prepared in accordance with the historical cost convention.

- (b) Fixed Assets and Depreciation

- (i) The gross block of fixed assets is stated at the purchase price of acquisition of such fixed assets including any attributable cost for bringing the asset to its working condition for its intended use.
- (ii) Depreciation on fixed assets is provided at the rates specified in Schedule XIV of the Companies Act, 1956 or the rates determined based on the useful lives of the assets as estimated by the management, whichever are higher. Depreciation is provided on Straight Line Method. The rates adopted for depreciation determined on the basis of useful lives of fixed assets are as follows:

<u>Description of Asset</u>	<u>Rate of Depreciation</u>
Software	25%
Computers	25%
Office Equipment – VSAT and Communication Router	10%
Vehicles	15%

Fixed assets costing Rs. 5,000 or less are fully depreciated in the year of acquisition.

- (iii) Leasehold properties are amortised over the period of the lease.

Schedules forming part of the Consolidated Financial Statements for the year ended 31st December, 2009

SCHEDULE "Q" : (Contd.)

(c) (i) Foreign Currency Transactions

All the monetary items denominated in foreign currency are valued at the Foreign Exchange Dealers Association of India rate (FEDAI) (except for Sri Lanka branch and Mauritius), and the exchange variations arising out of settlement/conversion at the FEDAI rate are recognised in the Profit and Loss Account.

Monetary items of Sri Lanka branch are valued at closing rates obtained from HSBC, as the daily buying and selling rates are set on rates obtained from them.

In case Mauritius foreign exchange business, foreign currency transactions are stated at the rate of exchange prevailing at the time of accounting such transactions and exchange variations are dealt within the Profit and Loss Account. Current assets and liabilities at the year end are converted at closing rates and exchange variations are recognised in the Profit and Loss Account.

Profit or loss on purchase and sale of foreign exchange by the Company in its capacity as authorised dealer are accounted as a part of the turnover.

(ii) Foreign Branch and Subsidiaries

In the case of foreign subsidiaries, being Integral operations, revenue items except depreciation are translated at average rate, depreciation is translated at the rates used for the translation of respective fixed assets. All monetary assets and liabilities are translated at the closing exchange rates and non-monetary assets are translated at the exchange rates prevailing on the date of the transaction.

(d) Investments

Long-term Investments are stated at cost. Provision is made to recognise a decline, other than temporary, in the value of Long-term Investments. Current Investments are stated at lower of cost or fair value.

(e) Retirement Benefits

Contributions to Defined Contribution schemes such as provident fund, superannuation, etc. are charged to the Profit and Loss Account as incurred. Provident Fund contributions are made to a Trust administered by the Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. The remaining contributions are made to a government administered Provident Fund towards which the Company has no further obligations beyond its monthly contributions.

Contributions to gratuity and superannuation schemes are based on the premium contributions called for by the Life Insurance Corporation of India (LIC) and Tata AIG Life Insurance Company Limited with whom the Company has entered into an agreement for its Indian operations. Any short fall/excess based on independent actuarial valuation is accounted for in the relevant period.

The employees of the Company are entitled to Leave benefits as per the policy of the company. As per the leave policy of the Company, liability for leave balance is treated as short-term in nature. Provision towards short-term accrued leave is made based on accumulated unutilised leave balances of employees on the payroll of the Company at the year-end.

Retirement benefits of Sri Lanka branch and Mauritius Companies are provided for on the basis of the local laws.

(f) Employee Stock Option Plan

Stock options granted to the employees under the stock option schemes established after 19th June, 1999 are evaluated as per the accounting treatment prescribed by Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 issued by Securities and Exchange Board of India. Accordingly the excess of market value of the stock options as on the date of grant over the exercise price of the options is recognized as deferred employee compensation and is charged to profit and loss account on graded vesting period of the options.

(g) Turnover

Turnover comprises of travellers cheques commissions and margins on foreign exchange transactions in the normal course of business as authorised dealers, net commissions earned on travel management, service agency charges including profit or loss in respect of tour and card product activities. In line with established international practice, the income arising from the buying and selling of foreign currencies (net of brokerages paid) is included on the basis of margins achieved, since inclusion on the basis of their gross value would not be meaningful and potentially misleading for use as an indicator of the level of the company's business.

Schedules forming part of the Consolidated Financial Statements for the year ended 31st December, 2009

SCHEDULE "Q" : (Contd.)

(h) Revenue Recognition

Commission on tickets and service charges from customers are recognised on issue of the tickets. Incentive from airlines are accounted on the basis of tickets issued to sectors travelled.

Revenue on foreign exchange transactions is recognised at the time of purchase and sale.

Revenue on holiday packages is recognised on proportionate basis considering the actual number of days completed as at the year end to the total number of days for each tour.

In case of insurance business, commission on insurance policies sold is recognised on the effective commencement of the policies. Card products sales are recognised on delivery of the cards to the customers.

Revenue from other income is accounted on accrual basis.

(i) Leases

Assets acquired under finance lease arrangements are capitalised at the inception of the lease at the lower of the fair value and the present value of minimum lease payments and a liability is created for an equivalent amount. Lease rentals are allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period. Lease rentals in respect of operating lease arrangements are charged to the Profit and Loss Account.

(j) Taxes on Income

Current tax is determined as the amount of tax payable in respect of estimated taxable income for the year.

Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.

3. Notes to the Accounts

- (a) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. 5,523,432 (*Previous Year Rs. 12,042,230*).

	As at 31st December, 2009 Rupees	As at 31st December, 2008 Rupees
(b) Contingent Liabilities		
(i) Claims against the company not acknowledged as debts		
- Demand from Bombay Electricity Supply and Transport (BEST) for Electricity	1,961,083	1,961,083
- Disputed Demand from DGFT, Mumbai under EPCG license	—	13,789,235
- Various Miscellaneous Claims	601,420	540,000
(ii) Disputed Income Tax Demands	208,634,520	218,954,097
(iii) Disputed Service Tax Demands	310,761,671	117,210,145
(iv) Disputed Demand for increase in rent raised by Brihanmumbai Municipal Corporation	37,211,580	33,076,960

Note:

Future cash outflows in respect of the above contingent liabilities are determinable only on receipt of judgements/decisions pending with various forums/authorities.

- (c) The tax year for the Company being the year ending 31st March, the provision for taxation for the year is the aggregate of the provision made for the three months ended 31st March, 2009 and the provision based on the figures for the remaining nine months up to 31st December, 2009, the ultimate tax liability of which will be determined on the basis of the figures for the period 1st April, 2009 to 31st March, 2010.
- (d) Segment information is provided so that the users of these financial statements can appreciate the diverse nature of the businesses carried out by Thomas Cook (India) Limited and its subsidiary companies.
- (i) Business Segments
- | | |
|-------------------------------|--|
| - Financial services | Include wholesale purchase and sale of foreign currencies and paid documents |
| - Travel and related services | Include retail purchase and sale of foreign currencies and paid documents, tour operations, travel management and travel insurance |
- (ii) Geographical Segments
- | | |
|---------------------|--|
| - India | Include revenue from customers within India |
| - Rest of the world | Include revenue from customers outside India |

Schedules forming part of the Consolidated Financial Statements for the year ended 31st December, 2009

Schedule "Q" : (Contd.)		Year ended 31st December, 2009		Year ended 31st December, 2008	
		Rupees	Rupees	Rupees	Rupees
(I) Information in respect of Primary Segments					
(a) Segment Revenue					
Financial Services		411,421,411		414,740,350	
Travel and Related Services		2,231,800,923		2,685,262,935	
		<u>2,643,222,334</u>		<u>3,100,003,285</u>	
(b) Segment Result					
Financial Services		251,759,888		258,130,984	
Travel and Related Services		763,859,667		1,153,798,293	
		1,015,619,555		1,411,929,277	
Less: Interest and other finance expenses		201,310,839		352,474,235	
Other Common Expenses		409,448,531		428,277,884	
		610,759,370		780,752,119	
Profit before Taxation and Exceptional item		<u>404,860,185</u>		<u>631,177,158</u>	
(c) Other Information					
(i) Segment Assets					
Financial Services		1,129,928,659		1,066,465,075	
Travel and Related Services		4,284,594,461		3,654,771,687	
		5,414,523,120		4,721,236,762	
Add: Common Assets		1,791,506,643		1,864,544,523	
		<u>7,206,029,763</u>		<u>6,585,781,285</u>	
(ii) Segment Liabilities					
Financial Services		146,832,220		118,213,301	
Travel and Related Services		2,289,611,372		1,471,291,044	
		2,436,443,592		1,589,504,345	
Add: Common Liabilities		1,749,711,925		2,756,364,681	
		<u>4,186,155,517</u>		<u>4,345,869,026</u>	
(iii) Segment Capital Employed (Segment Assets less Segment Liabilities)					
Financial Services		983,096,439		948,251,774	
Travel and Related Services		1,994,983,089		2,183,480,643	
		2,978,079,528		3,131,732,417	
Add: Common Capital Employed		41,794,718		(891,820,158)	
		<u>3,019,874,246</u>		<u>2,239,912,259</u>	
(iv) Capital Expenditure					
Financial Services		42,722,188		20,802,796	
Travel and Related Services		109,921,574		111,412,720	
		152,643,762		132,215,516	
Add: Common Capital Expenditure		11,829,293		16,186,442	
		<u>164,473,055</u>		<u>148,401,958</u>	

Schedules forming part of the Consolidated Financial Statements for the year ended 31st December, 2009

Schedule "Q" : (Contd.)	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
(v) Depreciation/Amortisation				
Financial Services	27,379,693		23,535,346	
Travel and Related Services	79,103,616		68,167,843	
		106,483,309		91,703,189
Add: Common Depreciation and Amortisation		9,960,140		19,060,830
		<u>116,443,449</u>		<u>110,764,019</u>
(vi) Significant Non-Cash Expenditure				
Financial Services	29,004,794		24,916,695	
Travel and Related Services	106,124,189		99,458,378	
		135,128,983		124,375,073
Add: Common Non-Cash Expenditure		9,960,140		19,060,830
		<u>145,089,123</u>		<u>143,435,903</u>
(II) Information in respect of Secondary Segments				
(a) Segment Revenue				
India	2,126,054,304		2,574,004,475	
Rest of the World	517,168,030		525,998,810	
		2,643,222,334		3,100,003,285
(b) Carrying amount of Segment Assets				
India	4,852,149,250		4,057,192,429	
Rest of the World	562,373,870		664,044,333	
		5,414,523,120		4,721,236,762
Add: Common Assets		1,791,506,643		1,864,544,523
		<u>7,206,029,763</u>		<u>6,585,781,285</u>
(c) Capital Expenditure				
India	137,991,781		126,370,010	
Rest of the World	14,651,982		5,845,506	
		152,643,763		132,215,516
Add: Common Capital Expenditure		11,829,292		16,186,442
		<u>164,473,055</u>		<u>148,401,958</u>

(e) Related Party Disclosures

(A) Enterprises where control exists

(i) Holding Company

TCIM Limited, UK holds 55.87% of Equity Shares of the Company. Thomas Cook UK Limited, the Holding Company of TCIM Limited, UK owns 21.45% of Equity Shares of the Company. Thomas Cook UK Limited is a step down subsidiary of Thomas Cook Group plc, the ultimate holding company.

(B) Other Related Parties with whom the Company had transactions during the year

(i) Fellow Subsidiaries

Thomas Cook Overseas Limited, Egypt
Thomas Cook Tour Operations Limited, UK
Thomas Cook Signature Limited, UK
Thomas Cook Reisen, Germany
Neckermann Reisen, Germany
Thomas Cook AG, Germany
Thomas Cook Northern Europe

Schedules forming part of the Consolidated Financial Statements for the year ended 31st December, 2009

SCHEDULE "Q" : (Contd.)

(ii) Key Management Personnel	Madhavan Menon
	Vinayak K. Purohit
	Rakshit Desai
	Nalini Gupta (Up to 17th October, 2009)
	Parag Mehta (Up to 31st March, 2009)
	Amitabh Pandey
	Dr. Prasanth Nair
	R. R. Kenkare
(iii) Relatives of Key Management Personnel	Lili Menon

(C) Disclosure of transactions between the Company and related parties and outstanding balances as at the year end:

	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
(i) Holding Company				
License Fees paid				
Thomas Cook UK Limited		19,001,100		13,084,508
Dividend Remitted				
TCIM Limited, UK		44,296,875		43,750,000
Thomas Cook UK Limited		17,004,918		1,127,300
Dubai Financial LLC		—		4,790,005
(ii) Fellow Subsidiaries				
Sale of Services*				
Thomas Cook Tour Operations Limited, UK	424,296,845		247,930,004	
Thomas Cook AG, Germany	39,606,095		26,107,765	
Thomas Cook, Northern Europe	73,420,247		47,365,639	
Others	23,905,725		11,650,917	
		561,228,912		333,054,325
Services Availed#				
Thomas Cook Overseas Limited, Egypt		14,095,206		11,404,357
Outstanding Receivables				
Thomas Cook Tour Operations Limited, UK	13,881,452		3,810,523	
Thomas Cook AG, Germany	2,890,347		4,954,881	
Thomas Cook, Northern Europe	16,956,432		28,568,774	
Others	4,009,963		3,117,951	
		37,738,194		40,452,129
Outstanding Payables				
Thomas Cook Overseas Limited, Egypt		5,153,151		3,137,655
*Sale value of transactions				
#Purchase value of transactions				

Schedules forming part of the Consolidated Financial Statements for the year ended 31st December, 2009

SCHEDULE "Q" : (Contd.)	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
(iii) Key Management Personnel				
Remuneration#				
Madhavan Menon	15,621,727		16,969,504	
Vinayak K. Purohit	13,484,098		15,610,800	
Rakshit Desai	23,568,159		2,473,348	
Nalini Gupta	13,227,350		13,944,100	
Parag Mehta	5,209,494		8,473,577	
Amitabh Pandey	6,308,167		6,060,333	
Dr. Prasanth Nair	5,633,043		7,199,790	
R. R. Kenkare	7,850,856		8,299,869	
Gautam Sharma	—		5,446,659	
		90,902,894		84,477,980
#Gratuity is contributed for the Company as a whole and hence excluded.				
(iv) Relative of Key Management Personnel				
Rent Expense				
Lili Menon		1,926,000		1,765,500
Balance as at the year end -				
Deposit Receivable				
Lili Menon		16,500,000		16,500,000
(v) Company in which a Director has significant influence				
LKP Merchant Financing Limited		—		5,819,402
(f) Disclosures for Leases				
(A) Finance Leases				
(i) Minimum Lease Payments payable				
- Not later than one year		2,206,414		2,072,006
- Later than one year but not later than five years		7,401,979		3,296,979
		9,608,393		5,368,985
(ii) Present Value of Minimum Lease Payments payable				
- Not later than one year		1,553,427		1,619,784
- Later than one year but not later than five years		6,385,727		2,715,037
		7,939,154		4,334,821
(iii) Reconciliation of Minimum Lease Payments and their Present Value				
- Minimum Lease Payments Payable as per (i) above		9,608,393		5,368,985
- Less: Finance Charges to be recognised in subsequent years		1,669,239		1,034,164
- Present Value of Minimum Lease Payments payable as per (ii) above		7,939,154		4,334,821
(iv) Finance Charges recognised in the Profit and Loss Account		494,599		662,483

Schedules forming part of the Consolidated Financial Statements for the year ended 31st December, 2009

SCHEDULE "Q" : (Contd.)		Year ended 31st December, 2009		Year ended 31st December, 2008	
		Rupees	Rupees	Rupees	Rupees
(B)	Operating Leases				
	Disclosures in respect of agreements for office and residential premises taken on lease				
(i)	Lease payments recognised in the Profit and Loss Account		236,790,680		204,218,424
(ii)	Significant leasing arrangements				
-	The Company has given refundable interest free security deposits under certain agreements.				
-	The lease agreements are for a period of eleven months to ninety years.				
-	The lease agreements are cancellable at the option of either party by giving one month to six months' notice.				
-	Certain agreements provide for increase in rent.				
-	Some of the agreements contain a provision for their renewal.				
(iii)	Future minimum lease payments under non-cancellable agreements				
-	Not later than one year		25,843,607		24,941,629
-	Later than one year and not later than five years		27,347,265		23,064,895
-	Later than five years		2,145,771		—
(g)	In determining earnings per share, the Company considers the net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of dilutive potential equity shares. Earnings per Share has been computed as under:				
	Profit attributable to Equity Shareholders *		249,142,102		357,446,623
	Weighted average number of shares – Basic		208,671,188		162,394,899
	Weighted average number of shares – Diluted		215,629,197		168,363,809
	Basic Earnings per Share before Exceptional Item (Rs. per Equity Share of Re. 1 each)		1.19		2.40
	Basic Earnings per Share after Exceptional Item (Rs. per Equity Share of Re. 1 each)		1.19		2.20
	Diluted Earnings per Share before Exceptional Item (Rs. per Equity Share of Re. 1 each)		1.16		2.32
	Diluted Earnings per Share after Exceptional Item (Rs. per Equity Share of Re. 1 each)		1.16		2.13
	* Proposed Dividend amounting to Rs. 973,507 including Corporate Dividend Tax on Preference shares outstanding during the year has been considered in determining the EPS for year ended 31st December, 2009.				
(h)	Turnover includes				
(i)	Brokerage and Incentives paid netted off Rs. 243,486,572 (Previous Year Rs. 240,993,930).				
(ii)	Exchange loss on revaluation of Nostro and other Bank Accounts used for holding foreign currency for travel business Rs. 10,913,354 (Previous Year profit Rs. 24,409,780).				

Schedules forming part of the Consolidated Financial Statements for the year ended 31st December, 2009

SCHEDULE "Q" : (contd.)

- (i) The Company has considered Non-Compete Fees amounting to Rs. 220,000,000 paid during the financial year ended 31st December, 2007 as an allowable expenditure for the purpose of computing the provision for tax for the year ended 31st December, 2007 based on legal opinion. The assessment proceedings for the relevant assessment year have not been completed.
- (j) The Company has appointed an Executive Director for a period of two years with effect from 25th November, 2008 and the Company has paid remuneration of Rs. 2,473,348 and Rs. 23,568,159 for the year ended 31st December, 2008 and 31st December, 2009 respectively. The appointment and remuneration of the said Executive Director was approved by the members in the Annual General meeting held on 28th May, 2009 but approval of the Central Government of India for which an application has been made is still awaited. Managerial remuneration aggregating Rs. 55,354,659 [including Rs. 23,568,159 paid to Executive Director referred in paragraph above] for the year paid/payable to the directors, which exceeded the permissible limits as prescribed under Schedule XIII of the Companies Act, 1956, is subject to approval of the Central Government of India. The Company is in the process of obtaining an approval from the Central Government of India for the excess remuneration.
- (k) The Management has reviewed the operations of its various Divisions and Branches, and based on this review, the Management has :
- Restructured its businesses/branches and centralized travel operations during the year, thereby incurring personnel cost of Rs. 97,706,718.
 - Closed the Rail/Transport Division of the Company in the previous year and incurred a sum of Rs. 56,329,477 on account of personnel cost and loss on disposal of assets.
 - Closed travel/forex branches in the previous year and incurred a sum of Rs 13,566,679 on account of Personnel cost, Professional Fee and loss on disposal of assets.
 - Disposed the surplus properties in the previous year and booked the profit of Rs. 11,127,688.
- (l) During the year ended 31st December, 2009, the Company has redeemed preference shares of Rs 1,050,000,000. The premium on redemption of Rs. 105,287,671 has been adjusted against share premium account arising out of Right issue of equity shares.
- (m) Employees of the Company and other parties misappropriated assets aggregating to Rs. 6,298,294 (*Previous Year Rs. 7,251,682*) during the year. The Company has recovered Rs. 750,000 so far. The cases are under investigation and Company has taken steps for recovering the balance amount. There is no open exposure on the profit for the year in respect of misappropriated assets except for Nil (*Previous Year Rs. 751,100*).
- (n) During the previous year, the Company came out with Rights issue of 56,278,554 fully paid-up Equity shares in ratio of 35 (thirty five) fully paid-up equity shares for every 100 (hundred) fully paid-up Equity Share held by the existing shareholders on the record date 27th December, 2008. Pursuant to this the Company at its Committee meeting held on 21st January, 2009 allotted 50,650,699 fully paid-up Equity Shares of Re 1/- each for cash at a price of Rs. 35.50 (including a share premium of Rs. 34.50) per equity share aggregating to Rs. 1,798,099,815.

The Right Issue Proceeds Utilisation is as below:-

(in lakhs)

Particulars	Rupees	Rupees
Inflow: Rights issue proceeds		17,981
Outflow: Preference Share Capital redemption		
(including redemption premium dividend and dividend distribution tax)	(11,676)	
FCNR Loan repayment	(4,238)	
Repayment of commercial paper /short term borrowings	(1,837)	
Expenses pertaining to Rights Issue	(230)	(17,981)

- (o) One of the subsidiary, Thomas Cook (Mauritius) Holding Company and its subsidiaries have changed their accounting year end from December to September. Consequently, the current financial year is for nine months i.e. January 2009 to September 2009. Hence, the figures for the current year are not comparable with the previous year. Thomas Cook (Mauritius) Operations Company Limited has recently implemented a new IT system, Maraekat and there are some account mapping issues which are being dealt with.
- (p) Previous Year figures have been regrouped where necessary.

In terms of our report of even date
For LOVELOCK & LEWES
Chartered Accountants
VASANT GUJARATHI
Partner
Membership No. 17866

Mumbai, 17th March, 2010

For and on behalf of the Board

MADHAVAN MENON – Managing Director
VINAYAK K. PUROHIT – Executive Director – Finance
RAKSHIT DESAI – Executive Director – Travel Services
R. R. KENKARE – President & Head – Legal & Company Secretary

Mumbai, 17th March, 2010

Consolidated Cash Flow Statement for the year ended 31st December, 2009

	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Taxation and after Exceptional Item	404,860,185	599,281,008
Adjustments for –		
Depreciation	116,443,449	110,764,019
Discounting charge for Employee Stock Option	3,711,487	2,734,702
Interest and Other Finance Expenses (Net of Interest Income)	201,310,839	352,474,235
Dividend Income	(1,637,671)	(46,222)
Loss on Sale of Fixed Assets (Net)	13,941,504	4,043,486
Profit on Redemption of Long-term Investment	–	(358,368)
Preliminary expenses incurred/written off	–	122,075
	<u>333,769,608</u>	<u>469,733,927</u>
Operating profit before working capital changes	738,629,793	1,069,014,935
Adjustments for –		
Trade and Other Receivables	(523,424,300)	363,253,539
Trade and Other Payables	750,683,419	(233,923,995)
	<u>227,259,119</u>	<u>129,329,544</u>
Cash generated from operations	965,888,912	1,198,344,479
Direct Taxes paid (Net of refund of taxes)	(164,279,785)	(289,791,709)
Net cash from operating activities	801,609,127	908,552,770
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(173,279,941)	(103,990,467)
Sale of Fixed Assets	8,060,879	26,945,895
Purchase of Investments	(353,877,291)	–
Sale/Redemption of Investments	–	5,142,250
Interest Received	4,212,077	5,378,231
Dividend Received	1,637,671	46,222
Net cash used in investing activities	(513,246,605)	(66,477,869)
C. CASH FLOW FROM FINANCING ACTIVITIES		
(Redemption)/Issue of Preference Shares	(1,155,287,671)	17,160,000
Proceeds from Right issue of Equity Shares (net of expenses)	1,775,164,277	–
Proceeds from issue of Equity Shares under ESOP	–	837,991
Repayment of Borrowings (Net)	(907,564,509)	(249,125,981)
Proceeds/(Payment) of Finance Lease liability	3,478,888	(3,504,466)
Interest and Other Finance Expenses paid	(216,457,160)	(363,570,473)
Dividend Paid	(89,805,583)	(127,583,900)
Tax on Dividend Paid	(15,265,126)	(21,645,791)
Net cash used in financing activities	(605,736,884)	(747,432,620)
Net (decrease)/increase in cash and cash equivalents	<u>(317,374,362)</u>	<u>94,642,281</u>
Cash and Cash Equivalents - Opening Balance	1,818,515,833	1,723,873,552
Cash and Cash Equivalents - Closing Balance	1,501,141,471	1,818,515,833

Notes:

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard – 3 on Cash Flow Statements, notified under sub-section (3C) of Section 211 of Companies Act, 1956.
- Previous year figures have been regrouped where necessary.

In terms of our report of even date

For LOVELOCK & LEWES

Chartered Accountants

VASANT GUJARATHI

Partner

Membership No. 17866

Mumbai, 17th March, 2010

For and on behalf of the Board

MADHAVAN MENON

VINAYAK K. PUROHIT

RAKSHIT DESAI

R. R. KENKARE

Mumbai, 17th March, 2010

– Managing Director

– Executive Director – Finance

– Executive Director – Travel Services

– President & Head – Legal &
Company Secretary

Directors' Report

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TO THE MEMBERS OF:

TRAVEL CORPORATION (INDIA) LIMITED

The Directors present their Forty-Ninth Annual Report together with the Balance Sheet and Profit and Loss Account for the year ended 31st December, 2009.

FINANCIAL RESULTS

The financial results of the Company are summarised below:

	Year ended 31.12.2009 (Rs.)	Year ended 31.12.2008 (Rs.)
Profit before Depreciation & Taxation	(9,271,184)	35,111,543
Depreciation	13,830,808	18,494,036
Profit for the year	(23,101,992)	16,617,507
Prior Period items (net)	—	—
Profit before Taxation	(23,101,992)	16,617,507
Provision for Taxation	10,193,535	8,753,685
Profit after taxation	(33,295,527)	7,863,822
Taxation of Prior Years (net)	(4,000,000)	—
Profit after taxation	(37,295,527)	7,863,822
Balance brought forward from previous year	423,678,190	415,814,368
Transfer from Reserve under S.80HHD of the Income Tax Act, 1961	—	—
Transfer from Reserve Utilised under S.80HHD of the Income-tax Act, 1961	—	—
Balance carried forward to Balance Sheet	386,382,663	423,678,190

OPERATIONS

Revenues for the year were affected due to the slowdown and the Company recorded a net loss of Rs. (37.29) million.

DIVIDEND

In view of the loss and also with a view to conserve the resources of the Company, your Directors do not recommend any dividend for the financial year under report.

DIRECTORS

Mr. Vinayak K. Purohit retires by rotation and being eligible, offers himself for re-appointment.

Mr. Madhavan Menon was appointed as an Additional Director of the Company effective from 28th October, 2009. By virtue of Section 260 of the Companies Act, 1956 he holds office upto the date of the ensuing Annual General Meeting and in respect of

him, the Company has received a notice in writing under Section 257 of the Companies Act, 1956 proposing the candidature for the office of Director of the Company at the forthcoming Annual General Meeting.

Mrs. Nalini Gupta has resigned as Director of the Company effective from 15th October, 2009. The Board hereby place on record the sincere appreciation of valuable advice given by her during her tenure as Director of the Company.

INFORMATION AS REQUIRED UNDER SECTION 217 (1)(E) OF THE COMPANIES ACT, 1956

In view of nature of business, the information regarding conservation of energy and technology absorption are not given.

During the year under report, foreign exchange earnings were Rs. 981,755,921/- and outgo was Rs. 78,765,783/- towards legal and professional fees as well as travelling, advertisement, subscription, etc. including expenditure incurred by foreign branches.

PARTICULARS OF EMPLOYEES

The particulars of employees required to be given pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are annexed hereto.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
2. the Directors have selected such accounting policies and applied them consistently except where otherwise stated in the notes to the accounts and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for that period;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities. The internal auditors have conducted periodic audits to provide reasonable assurances that established policies and procedures of the Company have been followed. However, it must be recognised that there are inherent limitations in weighing the assurances provided by any system on internal controls;

Directors' Report

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4. the Directors have prepared the annual accounts on a going concern basis.

COMPLIANCE CERTIFICATE

A Compliance Certificate from a secretary in whole-time practice under Section 383A of the Companies Act, 1956 in respect of the year ended on 31st December, 2009 is attached hereto.

AUDITORS & AUDITORS REPORTS'

The Company has received a letter from M/s. Lovelock & Lewes, Chartered Accountants, stating that their appointment, if made, will be within the limit laid down under Section 224(1B) of the Companies Act, 1956. The Board recommends the appointment

of M/s. Lovelock & Lewes, Chartered Accountants as auditors of the Company.

The Management has noted the comments on Corporate Travel Module (CTM) implementation and it is committed to resolving the issues at the earliest.

FOR AND ON BEHALF OF THE BOARD

MADHAVAN MENON – Director

VINAYAK K. PUROHIT – Director

Mumbai, 15th March, 2010

Annexure to the Directors' Report

Statement of Particulars of Employees pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended 31st December, 2009

Sr. No.	Emp_Name	Age	Designation	Remuneration Received	Nature of Duties	Qualification	Total Experience	Date of Joining	Last Employment	Remarks
1.	Gomes Pereira Aravin	54	Chief Oper. Off.- Charters & Goa	5,274,752	Responsible for Charters Business	B.A.	26 Yrs.	1-Apr-87	Holiday Inn	
2.	* Raman V. S.	48	Manager - Accounts	15,66,412	Responsible for Accounts function at Chennai	M.Com.	31 Yrs.	4-Jan-78	Started with Travel Corporation (I) Ltd.	Remuneration includes Ex-gratia paid on his death as per company policy.
3.	* Sethna Rohinton	45	Associate Vice President - Corporate Travel	39,38,935	Responsible for Travel business	H.S.C., Travel Management & Tourism	24 Yrs.	1-Aug-96	COX & KINGS	Remuneration includes Closure Compensation paid as per law
4.	Shahdarpuri Variender G.	53	Vice President-LT (IB)	3,010,337	Responsible for Spanish and German Business Inbound	B.A., PG in Tourism & Hotel Management	33 Yrs.	9-Jun-03	HILLORI N.Y.	
5.	* Vaishnav Ashok Kashinath	53	Asst. Manager - Credit Control	16,22,589	Responsible for Travel business	B.A.	32 Yrs.	5-Feb-77	Started with Travel Corporation (I) Ltd.	Remuneration includes Closure Compensation paid as per law

- Notes: 1. Remuneration as shown above includes Salary, Bonus, Commission, House Rent Allowance, Company's contribution to Provident Fund and other funds and expenditure incurred by the Company on Housing, Car, Electricity, Water, Gas, Medical and Leave Travel Allowance and other allowances. Wherever the actual costs are not ascertainable, monetary value of those perquisites as per Income-tax Rules, 1962 has been considered.
2. Gratuity is contributed for the Company as a whole and hence excluded.
3. None of the employees mentioned above is a relative of any Director of the Company.
4. * Employed for part of the year and in receipt of remuneration aggregating to Rs. 2,00,000/- per month.

FOR AND ON BEHALF OF THE BOARD

MADHAVAN MENON – Director
VINAYAK K. PUROHIT – Director

Place: Mumbai
Date: 15th March, 2010

Compliance Certificate

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Registration No.: U63040MH1961PLC12067

Authorised Capital: 2,00,00,000/-

To,

The Members

TRAVEL CORPORATION (INDIA) LIMITED

Chander Mukhi, Nariman Point,

Mumbai 400 021

We have examined the registers, records, books and papers of **TRAVEL CORPORATION (INDIA) LIMITED** as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st December, 2009. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities as mentioned in the said annexure.
3. The Company being a public limited Company, comments that a Private Limited Company has minimum prescribed capital, maximum number of members, invitation to public to subscribe for shares and acceptance of deposits from persons other than its members, directors or their relatives, are not required.
4. The Board of Directors duly met 4 (Four) times on 20.02.2009, 28.04.2009, 28.07.2009 and 28.10.2009 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has not closed its Register of Members during the year as it was not required to close the same.
6. The Annual General Meeting for the financial year ended on 31st December, 2008 was held on 20.04.2009 after giving due notice to the members of the Company and the resolutions passed thereat were recorded in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loan to its Directors and/or persons or firms or companies referred to in Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or the previous approval of the Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. (i) The Company has delivered all the certificates on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
- (ii) The Company has not deposited dividend amount in a separate Bank Account as no dividend was declared during the financial year.
- (iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year. There were no unpaid dividends in the Company.

- (iv) There are no unpaid dividends, application money due for refund, matured deposits, matured debentures or the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.
 - (v) The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of additional directors and directors to fill casual vacancies have been duly made.
 15. The Company has not appointed any Managing Director/ Whole-time Directors/ Manager during the financial year.
 16. The Company has not appointed any sole selling agents during the financial year.
 17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
 18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 19. The Company has not issued any shares, debentures or other securities during the financial year.
 20. The Company has not bought back any shares during the financial year.
 21. There was no redemption of Preference Shares/Debentures during the financial year.
 22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 23. The Company has not invited/accepted any Deposit including any unsecured loans falling within the purview of Section 58A during the financial year.
 24. The amount borrowed by the Company from financial institutions, banks and others during the financial year is within the borrowing limits of the Company.
 25. The Company has made investments during the financial year in compliance with the provisions of the Act.
 26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
 27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
 28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
 29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
 30. The Company has not altered its Articles of Association during the year under scrutiny.
 31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
 32. The Company has not received any money as security from its employees during the financial year.
 33. The Company has deposited both employees' and employer's contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

For PARIKH & ASSOCIATES

P. N. Parikh
Company Secretary
C. P.: 1228 (Partner)

Place: Mumbai
Date: 15th March, 2010

Annexure 'A'**Statutory Registers as maintained by the Company:**

1. Register of charges u/s 143 of the Act.
2. Register of Members u/s 150 and Index of Members u/s 151 of the Act.
3. Minutes Book of Board Meetings u/s 193 of the Act (in loose leaf).
4. Minutes Book of General Meetings u/s 193 of the Act (in loose leaf).
5. Books of Accounts u/s 209 of the Act are being audited by the Statutory Auditors of the Company.
6. Register of Contracts u/s 301 of the Act.
7. Register of disclosure of interest u/s 301 of the Act.
8. Register of particulars of Directors etc. u/s 303 of the Act.
9. Register of Directors' Shareholding u/s 307 of the Act.
10. Register of loans/Investments u/s 372A of the Act.

Other Registers:

1. Register of transfers, transmission.
2. Attendance Register of Board Meetings.
3. Attendance Register of General Meetings.
4. Register of Renewed and Duplicate Certificates.
5. Register of Common Seal.

Place: Mumbai
Date: 15th March, 2010

For PARIKH & ASSOCIATES

P. N. Parikh
Company Secretary
C. P.: 1228 (Partner)

Annexure 'B'

Forms and Returns as filed by the Company with the Registrar of Companies during the financial year ended on 31st December, 2009.

Sr. No.	Form No./ Return	Filed under Section	For	Date of filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid Yes/No
1.	Form 32	303	Resignation of Mr. M.K. Menon as Director & Appointment of Mr. Rakshit Desai as Additional Director on 19.01.09	11.02.2009	Yes	N.A.
2.	Form 1AA	5 (f)	Intimation of acceptance of consent by Rakshit Desai	18.03.2009	Yes	N.A.
3.	Form 22B	187C (4)	Declaration of beneficial interest in shares by Mr. V.K. Purohit	19.03.2009	Yes	N.A.
4.	Form 32	303	Change in Designation of Mr. Rakshit Desai as Director at AGM held on 20.04..09	12.05.2009	Yes	N.A.
5.	Form 23 AC and Form 23A CA alongwith Annual Report for the year ended 31.12.2008	220	Approved at the Annual General Meeting held on 24.04.2009	18.05.2009	Yes	N.A.
6.	Form 66 Alongwith Compliance Certificate	383 A	Financial year ended 31.12.2008	18.05.2009	Yes	N.A.
7.	Form 20B alongwith Annual Return made as on 24.04.09	159	Annual General Meeting held on 24.04.2009	11.06.2009	Yes	N.A.
8.	Form 32	303	Resignation of Ms. Nalini Gupta as Director on 15.10.09 & Appointment of Mr. M.K. Menon as Additional Director on 28.10.09	02.11.2009	Yes	N.A.
9.	Form 22B	187C (4)	Declaration of beneficial interest in shares by Mr Rakshit Desai	23.11.2009	Yes	N.A.

For PARIKH & ASSOCIATES

Place: Mumbai
Date: 15th March, 2010

P. N. Parikh
Company Secretary
C. P.: 1228 (Partner)

Auditors' Report

To the Members of Travel Corporation (India) Limited

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1. We have audited the attached Balance Sheet of Travel Corporation (India) Limited, as at 31st December, 2009 and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
 - (e) On the basis of written representations received from the directors as on 31st December, 2009 and taken on record by the Board of Directors, we report that no director is disqualified as on 31st December, 2009 from being appointed as a director in terms of Clause (g) of sub-section (1) of Section 274 of the Act;
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and Schedules A to P annexed thereto, give in the prescribed manner the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st December, 2009;
 - (ii) in the case of the Profit and Loss Account, of the loss for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For LOVELOCK & LEWES
Chartered Accountants

VASANT GUJARATHI
Partner
Membership No. 17866

Mumbai, 15th March, 2010

Annexure to the Auditors' Report

[Referred to in paragraph 3 of the Auditors' Report of even date to the members of Travel Corporation (India) Limited on the financial statements for the year ended 31st December, 2009]

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
- (c) In our opinion, a substantial part of fixed assets has not been disposed off by the Company during the year.
2. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
- (b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
3. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services except in respect of Corporate Travel Business where the internal control system needs to be stabilised on account of implementation of the Corporate Travel Module w.e.f. 16th November, 2009. Further, on the basis of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
4. In our opinion and according to the information and explanations given to us, there are no contracts or arrangements referred to in Section 301 of the Act during the year that need to be entered in the register maintained under that section.
5. The Company has not accepted any deposits from the public within the meaning of Sections 58A & 58AA of the Act and the rules framed there under.
6. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth tax, service tax, customs duty, cess and other material statutory dues as applicable with the appropriate authorities in India.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of wealth tax, customs duty and cess which have not been deposited on account of any dispute. The particulars of dues of income-tax and service tax as at 31st December, 2009 which have not been deposited on account of a dispute, are as follows –

Name of the statute	Nature of dues	Amount (Rupees)	Year to which the amount relates	Forum where the dispute is pending
Income-tax Act, 1961	Income-tax on certain disallowances	146,174,773	Assessment year 1995-1996 to Assessment year 2001-2002	Income Tax Appellate Tribunal
Service Tax Rules, 1994	Service Tax	72,031,261	Financial Year 2003 to 2009	Various Levels from Assistant Commissioner to Commissioner Service tax

Annexure to the Auditors' Report

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8. The Company has no accumulated losses as at 31st December, 2009 and has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
 9. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holder.
 10. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 11. The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.
 12. In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments.
 13. According to the information and explanations given to us,
- the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
 14. The Company has not obtained any term loans.
 15. On the basis of an overall examination of the Balance Sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on short-term basis which have been used for long-term investment.
 16. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
 17. The Company has not issued any debentures.
 18. The Company has not raised any money by public issue during the year.
 19. During the course of our examination of the books and
- records of the Company, carried out in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud by the Company, noticed or reported during the year, nor have we been informed of such case by the management. Fraud on the Company through misappropriation of assets aggregating to Rs. 1,311,294 by an employee of the Company was noticed and reported.
 20. According to the information and explanations given to us and taking into consideration the nature of business of the Company, the matters specified in Clauses (ii) and (viii) of paragraph 4 of the Order are not applicable to the Company.

For LOVELOCK & LEWES
Chartered Accountants

VASANT GUJARATHI
Partner
Membership No. 17866

Mumbai, 15th March, 2010

Balance Sheet as at 31st December, 2009

	Schedule	As at 31st December, 2009		As at 31st December, 2008	
		Rupees	Rupees	Rupees	Rupees
SOURCES OF FUNDS					
SHAREHOLDERS' FUNDS					
Capital	A	15,766,980		15,766,980	
Reserves and Surplus	B	487,169,808		524,465,335	
			502,936,788		540,232,315
LOAN FUNDS					
Secured Loans	C		—		125,459
	Total		502,936,788		540,357,774
APPLICATION OF FUNDS					
FIXED ASSETS	D				
Gross Block		201,265,639		225,408,826	
Less: Depreciation		123,560,030		149,101,462	
Net Block		77,705,609		76,307,364	
Advance for Capital expenditure		1,242,789	78,948,398	4,432,905	80,740,269
INVESTMENTS	E		320,032,699		—
DEFERRED TAXATION (NET)	F				
Deferred Tax Assets		14,170,984		20,386,943	
Less: Deferred Tax Liability		7,405,418		10,387,925	
			6,765,566		9,999,018
CURRENT ASSETS, LOANS AND ADVANCES					
Sundry Debtors	G	319,202,717		452,726,198	
Cash and Bank Balances	H	97,835,377		299,098,018	
Loans and Advances	I	191,167,881		195,757,223	
		608,205,975		947,581,439	
LESS: CURRENT LIABILITIES AND PROVISIONS					
Liabilities	J	482,431,777		473,822,050	
Provisions	K	28,584,073		24,140,902	
		511,015,850		497,962,952	
NET CURRENT ASSETS			97,190,125		449,618,487
	Total		502,936,788		540,357,774
Notes to the Financial Statements	P				
Schedules "A" to "K" and "P" referred to above form an integral part of the Balance Sheet.					

In terms of our report of even date

For and on behalf of Board

For LOVELOCK & LEWES
Chartered Accountants

MADHAVAN MENON — Director

VASANT GUJARATHI
Partner

RAKSHIT DESAI — Director

VINAYAK K. PUROHIT — Director

Membership No. 17866
Mumbai, 15th March, 2010

Mumbai, 15th March, 2010

Profit and Loss Account for the year ended 31st December, 2009

	Schedule	Year ended 31st December, 2009		Year ended 31st December, 2008	
		Rupees	Rupees	Rupees	Rupees
INCOME					
Turnover		301,498,945		427,729,757	
Other Income	L	11,574,867		52,169,149	
			313,073,812		479,898,906
EXPENDITURE					
Personnel Cost	M	193,511,476		284,112,461	
Advertisement and Business Promotion		13,024,145		8,916,769	
Other Expenses	N	114,554,333		148,170,222	
Interest and Other Finance Expenses (Net of Interest Income)	O	1,255,042		3,587,911	
Depreciation	D	13,830,808		18,494,036	
			336,175,804		463,281,399
(Loss)/Profit before Taxation			(23,101,992)		16,617,507
PROVISION FOR TAXATION					
Current Tax		6,000,000		15,000,000	
Short Provision of Income Tax for earlier years		4,000,000		-	
Fringe Benefit Tax		937,083		2,937,724	
Wealth Tax		23,000		100,000	
Deferred Tax		3,233,452		(9,284,039)	
			14,193,535		8,753,685
(Loss)/Profit After Taxation			(37,295,527)		7,863,822
Balance brought forward			423,678,190		415,814,368
			386,382,663		423,678,190
Balance carried to Balance Sheet			386,382,663		423,678,190
			386,382,663		423,678,190
Earnings per Share - Basic and Diluted [Rs. per Equity Share of Rs. 10 each] [Refer Note 2(k) of Schedule "P"]			(23.65)		4.99
Notes to the Financial Statements Schedules "D" and "L" to "P" referred to above form an integral part of the Profit and Loss Account.	P				

In terms of our report of even date

For and on behalf of Board

For LOVELOCK & LEWES
Chartered Accountants

MADHAVAN MENON – Director

VASANT GUJARATHI
Partner

RAKSHIT DESAI – Director

VINAYAK K. PUROHIT – Director

Membership No. 17866
Mumbai, 15th March, 2010

Mumbai, 15th March, 2010

Schedules forming part of the Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "A" : CAPITAL				
Authorised				
2,000,000 Equity Shares of Rs. 10 each		20,000,000		20,000,000
Issued and Subscribed				
1,576,698 Equity Shares of Rs. 10 each fully paid-up, all held by the holding company, Thomas Cook (India) Limited and its nominees		15,766,980		15,766,980
Of the above:				
(a) 41,660 Equity shares were allotted pursuant to a contract without payment being received in cash				
(b) 1,462,504 Equity shares were allotted as fully paid-up bonus shares by capitalisation of General Reserve				
SCHEDULE "B" : RESERVES AND SURPLUS				
General Reserve		100,627,008		100,627,008
Capital Reserve		160,137		160,137
Profit and Loss Account		386,382,663		423,678,190
		487,169,808		524,465,335
SCHEDULE "C" : SECURED LOANS				
Hire Purchase Loan	—		129,340	
Less: Unmatured Finance Charges	—		(3,881)	
[Principal amount payable within one year Nil (<i>Previous Year: Rs. 125,459</i>)]		—		125,459
		—		125,459
[Hire purchase loan is secured by a lien on said vehicles]				

Schedules forming part of the Balance Sheet as at 31st December, 2009

SCHEDULE “D” : FIXED ASSETS

Description	Gross Block (at cost)			Depreciation/Amortisation			Net Block	
	As at 01.01.2009	Additions	Deductions	As at 01.01.2009	For the Year	On Deductions	As at 31.12.2009	As at 31.12.2008
Intangible Assets								
Software	14,570,337	4,012,496	212,932	10,269,722	2,400,615	212,932	12,457,405	4,300,615
Tangible Assets								
Freehold Properties	58,008,742	65,000	633,176	29,970,693	938,158	456,197	30,452,654	28,038,049
Furniture and Fittings	28,420,003	17,274,573	11,456,483	34,238,093	2,660,527	9,045,188	11,810,568	10,224,774
Computers	49,823,764	1,590,926	8,344,596	43,070,094	3,718,253	8,125,166	39,118,463	6,298,388
Office Equipment	32,168,469	2,955,635	13,766,703	21,357,401	1,422,939	7,634,516	8,326,955	17,629,937
Vehicles	42,417,511	21,799	15,649,726	26,789,584	2,690,316	13,898,241	21,393,985	9,815,601
Total	225,408,826	25,920,429	50,063,616	201,265,639	13,830,808	39,372,240	123,560,030	76,307,364
<i>Previous Year</i>	<i>267,936,725</i>	<i>8,135,232</i>	<i>50,663,131</i>	<i>225,408,826</i>	<i>18,494,036</i>	<i>33,539,991</i>	<i>149,101,462</i>	<i>76,307,364</i>

NOTES :

- Freehold Properties include :
 - Rs. 12,100,000 (*Previous Year Rs. 12,100,000*) being cost of 65 Debentures of the face value for Rs. 7,800 each (net of redemption) conferring occupancy rights of a portion of a building (Chandermukhi) as office premises and 900 equity shares of the face value of Rs.100/- each of R.R. Investments and Estates Ltd.
 - 80 (*Previous Year 80*) unquoted fully paid-up Shares of Rs. 50 /- each in various co-operative housing societies.
- Cost of vehicles includes Rs. Nil (*Previous Year Rs. 1,256,619*) being cost of Assets purchased on hire purchase basis on which the vendors have a lien.

Schedules forming part of the Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "E" : INVESTMENTS				
(Non-Trade, Unquoted, Fully paid)				
Current Investment				
- 18,216,580 (<i>Previous Year- Nil</i>) Units of Rs. 10 each of LIC Mutual Fund Liquid Fund - Daily Dividend Plan.	200,019,872		—	
- 11,977,926 (<i>Previous Year - Nil</i>) Units of Rs. 10 each of Birla Sun Life Cash Plus -Institutional Premium- Daily Dividend - Reinvestment	120,012,827		—	
		320,032,699		—
		320,032,699		—
		Units		Units
Investments purchased and sold during the year				
- Units of Rs. 10 each of SBI - Magnum Insta Cash Fund		20,902,471		—
- Units of Rs. 10 each of HDFC Liquid Premium Plan		22,844,833		—
- Units of Rs. 1,000 each of UTI Money Market Mutual Fund		329,372		—
- Units of Rs. 10 each of LIC Mutual Fund Liquid Fund - Daily Dividend Plan		—		269
SCHEDULE "F" : DEFERRED TAXATION (NET)	Rupees	Rupees	Rupees	Rupees
Deferred Tax Assets				
On Provisions Allowable for tax purposes when paid	3,772,512		10,643,321	
On Provision for Doubtful Debts and Advances	10,398,472		9,743,622	
		14,170,984		20,386,943
Less : Deferred Tax Liability				
On Fiscal Allowances on Fixed Assets		7,405,418		10,387,925
		6,765,566		9,999,018
SCHEDULE "G" : SUNDRY DEBTORS				
Unsecured, Considered Good				
Outstanding exceeding six months	5,935,665		20,017,140	
Others	313,267,052		432,709,058	
		319,202,717		452,726,198
Unsecured, Considered Doubtful				
Outstanding exceeding six months	11,098,888		28,666,142	
Less : Provision for Doubtful Debts	11,098,888		28,666,142	
		—		—
		319,202,717		452,726,198

Schedules forming part of the Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE “H” : CASH AND BANK BALANCES				
Cash and Cheques on Hand		2,333,912		1,040,664
Balances with Scheduled Banks				
on Current Accounts	46,701,185		69,998,441	
on Deposit Accounts	45,411,014		227,320,233	
(on lien with various authorities)		92,112,199		297,318,674
Balances with Non-Scheduled Banks				
Lloyds Bank London, London	1,443,429		240,807	
(maximum balance during the year Rs. 1,937,157 - <i>Previous Year Rs. 431,261</i>)				
JP Morgan Chase Bank, New York	1,945,837		497,873	
(maximum balance during the year Rs. 14,104,233 - <i>Previous Year Rs. 4,712,264</i>)				
		3,389,266		738,680
		97,835,377		299,098,018
SCHEDULE “I” : LOANS AND ADVANCES				
(Unsecured, Considered Good unless otherwise stated)				
Advances recoverable in cash or in kind or for value to be received		110,790,514		108,106,547
Tax Payments less Provisions		80,377,367		87,650,676
		191,167,881		195,757,223
SCHEDULE “J” : LIABILITIES				
Sundry Creditors other than Micro and Small Scale Business Entities* [Refer Note 2(f) of Schedule “P”]		372,112,004		381,972,171
Advance Payments from Customers for which value is still to be given		104,166,922		87,178,622
Other Liabilities		6,152,851		4,671,257
		482,431,777		473,822,050
*Includes Book Overdrafts aggregating to Rs. 16,133,924 (<i>Previous Year: Rs. 34,684,101</i>)				
SCHEDULE “K” : PROVISIONS				
Provision for Leave Encashment		12,587,936		5,518,695
Provision for Gratuity		15,996,137		18,622,207
		28,584,073		24,140,902

Schedules forming part of the Profit and Loss Account for the year ended 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE “L” : OTHER INCOME				
Dividend on Current Investments - Non Trade		291,959		3,213
Rent		—		157,617
Foreign Exchange Gain (Net)		—		29,609,338
Sundry credit balances written back		10,583,592		13,504,175
Profit on Sale of Fixed Assets (Net) [Refer Note 2(m) of Schedule “P”]		—		6,704,081
Miscellaneous Income		699,316		2,190,725
		<u>11,574,867</u>		<u>52,169,149</u>
SCHEDULE “M” : PERSONNEL COST				
Salaries, Wages and Bonus [Refer Note 2(m) of Schedule “P”]		165,108,511		237,306,688
Contribution to Provident and Other Funds		6,726,695		10,682,449
Premium on/Provision for Gratuity-cum-Life Assurance Policy [Refer Note 2(m) of Schedule “P”]		154,325		13,709,300
Staff Welfare Expenses		21,420,043		20,790,365
Staff Training, Recruitment and Other Costs		101,902		621,190
Incentive/Commission to Staff and Directors		—		1,002,469
		<u>193,511,476</u>		<u>284,112,461</u>
SCHEDULE “N” : OTHER EXPENSES				
Rent		12,936,808		9,808,930
Rates and Taxes		1,131,625		1,530,340
Insurance		420,512		894,097
Repairs and Maintenance				
Buildings		565,849		567,167
Others		<u>11,744,036</u>		<u>14,288,699</u>
		12,309,885		14,855,866

Schedules forming part of the Profit and Loss Account for the year ended 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE “N” (contd.)				
Electricity		6,336,403		9,803,032
Printing and Stationery		3,701,809		5,614,823
Postage, Telegrams, Telex and Telephones		15,082,563		21,801,267
Legal and Professional Charges		17,060,448		24,955,853
Auditors’ Remuneration				
Audit Fees	2,500,000		2,500,000	
Reports under the provisions of the Income-tax Act, 1961	1,000,000		1,000,000	
Miscellaneous Reports	—		1,000,000	
Reimbursement of Expenses	19,250		40,889	
		3,519,250		4,540,889
Travelling and Conveyance		15,280,633		25,461,557
Directors’ Fees		60,000		70,000
Security Services		1,035,020		1,440,773
Vehicle Running and Maintenance		1,579,553		2,804,536
Bad Debts and advances written off		28,032,529		11,710
(Write Back)/Provision for Doubtful Debts (Net)		(17,567,254)		16,305,424
Loss on Sale of Fixed Assets (Net)		6,654,171		—
Foreign Exchange Loss (Net)		3,583,332		—
Miscellaneous Expenses		3,397,046		8,271,125
		<u>114,554,333</u>		<u>148,170,222</u>
SCHEDULE “O” : INTEREST AND OTHER FINANCE EXPENSES				
Interest				
Bank Overdrafts	185,490		1,748,059	
Others	3,143	188,633	167,078	1,915,137
Other Finance Expenses		1,589,424		2,671,178
		1,778,057		4,586,315
Less: Interest Income				
Bank Deposits				
On Deposits with Banks (Gross) [Tax Deducted at Source Rs. 103,229 (Previous Year - Rs. 144,900)]	517,097		975,589	
Others	5,918		22,815	
		523,015		998,404
		<u>1,255,042</u>		<u>3,587,911</u>

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "P" : NOTES TO THE FINANCIAL STATEMENTS

1. Significant Accounting Policies

The financial statements are prepared to comply in all material aspects with the applicable accounting principles in India, the accounting standards notified under sub-section (3C) of Section 211 of Companies Act, 1956 (the 'Act') and the other relevant provisions of the Act. The significant accounting policies are as follows:

(a) Basis of Accounting

The financial statements are prepared in accordance with the historical cost convention.

(b) Fixed Assets and Depreciation

- (i) The gross block of fixed assets is stated at the purchase price of acquisition of such fixed assets including any attributable cost for bringing the asset to its working condition for its intended use.
- (ii) Depreciation on fixed assets is provided at the rates specified in Schedule XIV of the Companies Act, 1956 or the rates determined based on the useful lives of the assets as estimated by the management, whichever are higher. Depreciation is provided on Straight Line Method. The rates adopted for depreciation determined on the basis of useful lives of fixed assets are as follows:

<u>Description of Asset</u>	<u>Rate of Depreciation</u>
Software	25%
Computers	25%
Office Equipment - VSAT and Communication Router	10%
Vehicles	15%

Fixed assets costing Rs. 5,000 or less are fully depreciated in the year of acquisition.

- (iii) Leasehold improvements are amortised over the period of the lease.

(c) Foreign Currency Transactions

All the monetary items denominated in foreign currency are valued at the Foreign Exchange Dealers Association of India rate (FEDAI) and the exchange variations arising out of settlement/conversion at the FEDAI rate are recognised in the Profit and Loss Account.

(d) Investments

Long-term Investments are stated at cost. Provision is made to recognise a decline, other than temporary, in the value of Long-term Investments. Current Investments are stated at lower of cost or fair value.

(e) Retirement Benefits

Contributions to Defined Contribution schemes such as provident fund, etc. are charged to the profit and loss account as incurred. Provident Fund contributions are made to a Trust administered by the Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. The remaining contributions are made to a government administered Provident Fund towards which the Company has no further obligations beyond its monthly contributions.

Contributions to gratuity scheme are based on the premium contributions called for by Tata AIG Life Insurance Company Limited and the Life Insurance Corporation of India (LIC) with whom the Company has entered into an arrangement for its operations. Any shortfall/excess based on independent actuarial valuation is accounted for in the relevant period.

Schedules forming part of the Financial Statements for the period ended 31st December, 2009

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SCHEDULE "P" (Contd.)

The employees of the Company are entitled to Leave benefits as per the policy of the company. As per the leave policy of the Company, liability for leave balance is treated as short-term in nature. Provision towards short term accrued leave is made based on accumulated unutilised leave balances of employees on the payroll of the Company at the year-end.

(f) Turnover

Turnover comprises of net commissions earned on travel management, service agency charges including profit or loss in respect of tours.

(g) Revenue Recognition

Commission on tickets and service charges from customers are recognised on issue of the tickets. Incentive from airlines are accounted on the basis of tickets issued to sectors travelled.

Revenue on holiday packages is recognised on proportionate basis considering the actual number of days completed as at the year end to the total number of days for each tour.

Revenue from other income is accounted on accrual basis.

(h) Leases

Assets acquired under finance lease arrangements are capitalised at the inception of the lease at the lower of the fair value and the present value of minimum lease payments and a liability is created for an equivalent amount. Lease rentals are allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period. Lease rentals in respect of operating lease arrangements are charged to the Profit and Loss Account.

(i) Taxes on Income

Current tax is determined as the amount of tax payable in respect of estimated taxable income for the year.

Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.

2. Notes to the Accounts

- (a) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs 217,221 (*Previous Year Rs. 10,888,500*).

	As at 31st December, 2009	As at 31st December, 2008
	Rupees	Rupees
(b) Contingent Liabilities		
(i) Claims against the Company not acknowledged as debts :		
- Disputed claims made by clients/employees	540,000	540,000
(ii) Disputed Income tax Demands	146,174,773	146,174,773
(iii) Disputed Service tax Demands	72,031,261	19,009,865

NOTE :

Future cash outflows in respect of (b) above are determinable only on receipt of judgements/decisions pending with various forums/authorities.

- (c) The tax year for the company being the year ending 31st March, the provision for taxation for the period is the aggregate of the provision made for the three months ended 31st March, 2009 and the provision based on the figures for the remaining nine months up to 31st December, 2009, the ultimate tax liability of which will be determined on the basis of the figures for the period 1st April, 2009 to 31st March, 2010.

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "P" (Contd.)	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
(d) Managerial Remuneration under Section 198 of the Act to Whole time Directors (excluding gratuity contributed for the company as a whole)				
Commission to Non-Executive Directors		—		33,292
		—		33,292
Directors' Fees		60,000		70,000
Computation of net profits in accordance with Section 198 read with Section 309(5) of the Act				
(Loss)/Profit before Taxation as per Profit and Loss Account		(23,101,992)		16,617,507
Add : Remuneration to Directors		—		33,292
Directors' Fees		60,000		70,000
Depreciation as per Profit and Loss Account		13,830,808		18,494,036
Loss on Sale of Fixed Assets (Net) as per Profit and Loss Account		6,654,171		—
Profit on Sale of Fixed Assets as per Section 350 of the Act		309,629		6,260,490
		20,854,608		24,857,818
		(2,247,384)		41,475,325
Less : Depreciation as per Section 350 of the Act		10,694,610		13,566,182
Loss on Sale/write off of Fixed Assets as per Section 350 of the Act		9,477,098		10,135,044
Profit on Sale of Fixed Assets (Net) as per Profit and Loss Account		—		6,704,081
		20,171,708		30,405,307
Net (Loss)/Profit		(22,419,092)		11,070,018
Commission to Non-Executive Directors @ 1%		—		110,700
Commission to Executive Directors @ 10%		—		1,107,002
Commission payable to Directors, restricted by the Board of Directors to		—		33,292

(e) Segment Information

The Company has only one reportable segment which is 'Travel and related services'. Accordingly, the figures appearing in these accounts relates to 'Travel and related services' segment.

(f) Micro and Small Scale Business Entities

There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding as at 31st December, 2009. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Schedules forming part of the Financial Statements for the period ended 31st December, 2009

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SCHEDULE "P" (Contd.)		Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
(g)	Expenditure in Foreign Currency :		
	Legal & Professional Fees	833,191	864,418
	Salary, Travel and Others	77,932,592	68,446,131
	(Includes expenses incurred by foreign offices)		
(h)	Earnings in Foreign Currency :		
	Receipts from Independent Tours and Travel	980,731,044	1,185,297,111
	Commission and others	1,024,877	14,618,710
(i)	Related Party Disclosures		
(A)	Enterprises where control exists		
(i)	Holding Company	Thomas Cook (India) Limited, India holds 100% of equity shares of the Company. TCIM Limited, UK holds 55.87% of Equity Shares of Thomas Cook (India) Limited. Thomas Cook UK Limited, the holding company of TCIM Limited, UK owns 21.45% of Equity Shares of Thomas Cook (India) Limited. Thomas Cook UK Limited is a step down subsidiary of Thomas Cook Group plc, the ultimate holding company.	
(B)	Other Related Parties with whom the Company had transactions during the year		
(i)	Fellow Subsidiary	Thomas Cook Insurance Services (India) Limited Indian Horizon Travel and Tours Limited Thomas Cook Tours Limited Thomas Cook (Mauritius) Holding Company Limited Thomas Cook (Mauritius) Operations Company Limited Thomas Cook (Mauritius) Holidays Limited Thomas Cook (Mauritius) Travel Limited Thomas Cook Northern Europe	
(ii)	Key Management Personnel	Mr. Madhavan Menon (upto 18th January, 2009 and from 28th October, 2009) Mr. Vinayak K. Purohit Ms. Nalini Gupta (upto 14th October, 2009) Mr. Rakshit Desai (from 19th January, 2009)	

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "P" (Contd.)

(C) Disclosure of transactions between the Company and related parties and outstanding balances as at the year end:

	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
(i) Holding Company		
Reimbursement of Expenses (Net)		
Thomas Cook (India) Limited	17,388,300	7,891,900
Balances as at the year end -		
Outstanding Receivables		
Thomas Cook (India) Limited	—	1,739,161
(ii) Fellow Subsidiary		
Purchase of Services*		
Thomas Cook (Mauritius) Holidays Limited	564,432	2,239,324
Sale of Services**		
Thomas Cook Northern Europe	73,420,247	47,365,639
Balances as at the year end -		
Outstanding payables		
Thomas Cook (Mauritius) Holidays Limited	77,433	1,168,283
Outstanding Receivables		
Thomas Cook Northern Europe	16,956,432	28,568,774
*Purchase value of transactions		
** Sale value of transactions		
(j) Disclosures for Leases		
Operating Leases		
Disclosures in respect of cancellable agreements for office and residential premises taken on lease		
(i) Lease payments recognised in the Profit and Loss Account	12,936,808	9,808,930
(ii) Significant leasing arrangements		
- The Company has given refundable interest free security deposits under certain agreements.		
- The lease agreements are for a period of eleven months to five years.		
- The lease agreements are cancellable at the option of either party by giving one month to six months' notice.		
- Certain agreements provide for increase in rent.		
- Some of the agreements contain a provision for their renewal.		

Schedules forming part of the Financial Statements for the period ended 31st December, 2009

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SCHEDULE "P" (Contd.)	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
(iii) Future minimum lease payments under non-cancellable agreements		
- Not later than one year	—	—
- Later than one year and not later than five years	—	—
- Later than five years	—	—
(k) Earnings Per Share has been computed as under		
(Loss)/Profit after Taxation	(37,295,527)	7,863,822
Weighted average number of shares	1,576,698	1,576,698
Basic and Diluted Earnings per Share (Rs. per Equity Share of Rs. 10 each)	(23.65)	4.99
(l) Employee Benefits		
The disclosures as required under the revised AS 15 in respect of gratuity, a defined benefit scheme (based on Actuarial Valuation) is as follows -		
(i) Net Asset/(Liability) recognised in Balance Sheet as at 31st December, 2009		
(a) Present Value of Funded Obligation	20,239,334	26,875,385
(b) Fair Value of Plan Assets at year end	(4,243,197)	(8,253,178)
Present Value of Unfunded Obligations	—	—
Unrecognised Past Service Cost	—	—
Amount not Recognised as an Asset	—	—
(c) (Asset)/Liability recognised in the Balance Sheet	15,996,137	18,622,207
(ii) Components of Employer Expense		
(a) Current Service Cost	2,377,403	3,201,559
(b) Interest Cost	1,598,055	3,097,775
(c) Expected return on Plan Assets	(1,226,349)	(1,919,440)
(d) Net Actuarial Losses/(Gains) Recognised in the year	(3,185,131)	8,033,964
(e) Past Service Cost	—	—
(f) Losses/(Gains) on Curtailments & Settlements	123,804	721,217
(g) Losses/(Gains) on Acquisition & Divestiture	—	—
(h) Total Expense recognised in the Profit and Loss Account	(312,218)	13,135,075
(i) Actual Return on Plan Assets	807,938	(2,126,963)

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "P" (Contd.)	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
(iii) Changes in Defined Benefit Obligation (DBO) during the year		
(a) Defined Benefit Obligation at beginning of year	26,875,385	38,658,848
(b) Current Service Cost	2,377,403	3,201,559
(c) Interest Cost	1,598,055	3,097,775
(d) Actuarial Losses/(Gain)	(3,603,542)	3,987,561
(e) Past Service Cost	—	—
(f) Actuarial Losses/(Gain) due to Curtailment	—	721,217
(g) Liabilities Extinguished on Settlement	(2,974,523)	—
(h) Liabilities Extinguished on Acquisition/(Settled on Divestiture)	—	—
(i) Exchange Difference on Foreign Plans	—	—
(j) Benefits Paid	(4,033,444)	(22,791,575)
(k) Defined Benefit Obligation at year end	20,239,334	26,875,385
(iv) Changes in the Fair Value of Plan Assets		
(a) Fair Value of Plan Assets beginning of year	8,253,178	24,490,592
(b) Expected Return on Plan Assets	1,226,349	1,919,440
(c) Actuarial (Losses)/Gain	(418,411)	(4,046,403)
(d) Assets Distributed on Settlements	(3,098,327)	—
(e) Contribution by Employer	2,313,852	8,681,124
(f) Assets Acquired on Acquisition/(Distributed on Divestiture)	—	—
(g) Exchange Difference on Foreign Plans	—	—
(h) Benefits Paid	(4,033,444)	(22,791,575)
(i) Fair Value of Plan Assets at year end	4,243,197	8,253,178
(v) Percentage of each Category of Plan Assets to total fair Value of Plan Assets		
(a) Government of India Securities	—	—
(b) Corporate Bonds	—	—
(c) Bank Deposits	—	—

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "P" (Contd.)	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
(d) Insurer Managed Funds	100.00%	100.00%
(e) Others	—	—
(vi) Principal Actuarial Assumptions		
(a) Discount Rate (p.a.)*	7.60%	5.95%
(b) Expected Rate of Return on Assets (p.a.)**	7.50%	7.50%
(c) Salary Escalation Rate (p.a.)***	6.00%	5.50%
* The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.		
** Expected Rate of Return on Plan Assets is based on our expectation of the average long-term rate of return expected on investments of the Fund during the estimated term of the obligations		
*** The estimates of the future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.		
(m) The Management has reviewed the operations of its various Divisions and Branches, and based on this review, the Management has :		
(a) Closed the Rail/Transport Division of the Company and incurred a sum of Rs. Nil (<i>Previous Year Rs. 56,329,477</i>) on account of personnel cost and loss on disposal of assets.		
(b) Disposed the surplus properties and booked the profit of Rs. Nil (<i>Previous Year Rs. 11,127,688</i>).		
(c) Restructured during the year its businesses /branches and centralized travel operations, thereby incurring personnel cost of Rs. 18,671,840 (<i>Previous Year Nil</i>).		
(n) An employee of the Company misappropriated assets aggregating to Rs. 1,311,294 (<i>Previous Year Rs. Nil</i>) during the year. The case is under investigation.		
(o) Previous Year figures have been regrouped where necessary.		

In terms of our report of even date

For LOVELOCK & LEWES
Chartered AccountantsVASANT GUJARATHI
PartnerMembership No. 17866
Mumbai, 15th March, 2010

For and on behalf of Board

MADHAVAN MENON	—	Director
RAKSHIT DESAI	—	Director
VINAYAK K. PUROHIT	—	Director

Mumbai, 15th March, 2010

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details

Registration No.

—	—	—	1	2	0	6	7
---	---	---	---	---	---	---	---

State Code

1	1
---	---

Balance Sheet Date

3	1	1	2	2	0	0	9
Date		Month		Year			

II. Capital raised during the year (Amount in Rs. Thousands)

Public Issue							
—	—	N	I	L	—	—	—

Rights Issue							
—	—	N	I	L	—	—	—

Bonus Issue							
—	—	N	I	L	—	—	—

Private Placement							
—	—	N	I	L	—	—	—

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities							
—	—	5	0	2	9	3	7

Total Assets							
—	—	5	0	2	9	3	7

Sources of Funds

Paid-up Capital							
—	—	—	1	5	7	6	7

Reserves & Surplus							
—	—	4	8	7	1	7	0

Secured Loans							
—	—	N	I	L	—	—	—

Unsecured Loans							
—	—	N	I	L	—	—	—

Application of Funds

Net Fixed Assets							
—	—	—	7	8	9	4	8
Net Current Assets*							
—	—	1	0	3	9	5	6
Accumulated Losses							
—	—	N	I	L	—	—	—

Investments							
—	—	3	2	0	0	3	3
Miscellaneous Expenditure							
—	—	N	I	L	—	—	—

*Net Current Assets includes Deferred Taxation (Net) of Rs. 6,766 thousands.

IV. Performance of Company (Amount in Rs.Thousands)

Turnover							
—	—	3	0	1	4	9	9

Total Expenditure							
—	—	3	3	6	1	7	6

+	—
—	✓

Profit/Loss before tax							
—	—	—	2	3	1	0	2

+	—
—	✓

Profit/Loss after tax							
—	—	—	3	7	2	9	6

(Please tick Appropriate box + for Profit, — for Loss)

+	—
—	✓
—	✓

	Earning per Share in Rs.				
Basic (EPS)	2	3	.	6	5
Diluted (EPS)	2	3	.	6	5

Dividend rate %							
—	N	I	L	—	—	—	—

V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Item Code No.

N	O	T		A	P	P	L	I	C	A	B	L	E
---	---	---	--	---	---	---	---	---	---	---	---	---	---

(ITC Code)

Product Description

T	R	A	V	E	L		A	G	E	N	T	S	
---	---	---	---	---	---	--	---	---	---	---	---	---	--

Item Code No.

N	O	T		A	P	P	L	I	C	A	B	L	E
---	---	---	--	---	---	---	---	---	---	---	---	---	---

(ITC Code)

Product Description

T	O	U	R		O	P	E	R	A	T	O	R	S
---	---	---	---	--	---	---	---	---	---	---	---	---	---

Item Code No.

N	O	T		A	P	P	L	I	C	A	B	L	E
---	---	---	--	---	---	---	---	---	---	---	---	---	---

(ITC Code)

Product Description

—	—	—	—	—	—	—	—	—	—	—	—	—	—
---	---	---	---	---	---	---	---	---	---	---	---	---	---

For and on behalf of Board

MADHAVAN MENON — Director
 RAKSHIT DESAI — Director
 VINAYAK K. PUROHIT — Director

Mumbai, 15th March, 2010

Cash Flow Statement for the year ended 31st December, 2009

	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
A. CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES		
Net (Loss)/Profit before Taxation	(23,101,992)	16,617,507
Adjustments for -		
Depreciation	13,830,808	18,494,036
Interest and Other Finance Expenses (Net of Interest Income)	1,255,042	3,587,911
Dividend Income	(291,959)	(3,213)
Loss/(Profit) on Sale of Fixed Assets (Net)	6,654,171	(6,704,081)
	<u>21,448,062</u>	<u>15,374,653</u>
OPERATING (LOSS)/PROFIT BEFORE WORKING CAPITAL CHANGES	(1,653,930)	31,992,160
Adjustments for -		
Trade and Other Receivables	130,712,614	138,648,523
Trade and Other Payables	13,189,735	72,896,759
	<u>143,902,349</u>	<u>211,545,282</u>
Cash generated from operations	142,248,419	243,537,442
Direct Taxes paid (Net of refund of taxes)	(3,686,774)	(75,209,168)
	<u>(3,686,774)</u>	<u>(75,209,168)</u>
NET CASH FROM OPERATING ACTIVITIES	138,561,645	168,328,274
B. CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES		
Purchase of Fixed Assets	(22,730,313)	(12,568,137)
Sale of Fixed Assets	4,037,205	23,827,221
Purchase of Investments (Net)	(320,032,699)	—
Sale of Investments (Net)	—	1,379,221
Interest Received	649,915	885,830
Dividend Received	291,959	3,213
Net cash (used in)/from investing activities	(337,783,933)	13,527,348
C. CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES		
Repayment of Borrowings/Cash Credit (Net)	—	(18,391,812)
Interest and Other Finance Expenses paid	(1,914,894)	(4,449,478)
Payment of Hire Purchase Loan	(125,459)	(1,904,301)
Net cash used in financing activities	<u>(2,040,353)</u>	<u>(24,745,591)</u>
Net (decrease)/increase in cash and cash equivalents	<u>(201,262,641)</u>	<u>157,110,031</u>
Cash and Cash Equivalents – Opening Balance	299,098,018	141,987,987
Cash and Cash Equivalents – Closing Balance	97,835,377	299,098,018

NOTES :

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard – 3 on Cash Flow Statements, notified under sub-section (3C) of Section 211 of Companies Act, 1956.
- Previous year figures have been regrouped where necessary.

In terms of our report of even date

For LOVELOCK & LEWES
Chartered AccountantsVASANT GUJARATHI
PartnerMembership No. 17866
Mumbai, 15th March, 2010

For and on behalf of Board

MADHAVAN MENON – Director

RAKSHIT DESAI – Director

VINAYAK K. PUROHIT – Director

Mumbai, 15th March, 2010

Directors' Report

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TO THE MEMBERS

Your Directors have pleasure in presenting the Twenty-first Annual Report and the Balance Sheet and Profit & Loss Account for the financial year ended 31st December 2009.

OPERATIONS

The Company continues to focus on its core proposition - Travel Insurance to all the travelling customers. The thrust was on offering Travel Insurance to all customers of Thomas Cook – walk-in customers at Thomas Cook branches, corporate customers or customers accessing the www.thomascook.in web portal.

The insurance portfolio included products suiting the needs of the holiday traveller, the business traveller, student travelling for overseas education, domestic traveller among others. Additional insurance offerings viz. the lost wallet & fraudulent charges enhanced the products offered.

In order to leverage on the brand and the network, the life insurance initiative was started in conjunction with Bajaj Allianz Life Insurance Company.

Our Principal, TATA AIG General Insurance Company Limited continues to underwrite all risks. The Company is also in preparation to cross-sell other insurance products, besides Travel Insurance.

FINANCIAL RESULTS

	Rupees (Millions)	
	Year ended 31st December 2009	Year ended 31st December 2008
Profit before Taxation	8.60	5.52
Provision for Taxation	(9.06)	(3.41)
Provision for Fringe Benefit Tax	0.06	(0.22)
Profit after Taxation	(0.40)	1.89
Transferred to General Reserve	—	—

DIVIDEND

In order to conserve resources for the Company's future plans, the Directors do not recommend any dividend for the year under review.

FIXED DEPOSITS

The Company has not accepted any deposits from the public during the year under review.

DIRECTORS

In accordance with Article 130 of the Articles of Association, Mr. Rakshit Desai retires by rotation and being eligible offers himself for re-appointment.

AUDITORS

M/s. Lovelock & Lewes, Chartered Accountants, Auditors of the Company retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE

Information u/s 217(1)(e) of the Companies Act, 1956 is Nil in view of the nature of business of the Company.

INFORMATION PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT, 1956

There are no employees drawing remuneration beyond monetary ceilings prescribed under Section 217(2A) of the Companies Act, 1956 and the rules framed thereunder.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies Act, 1956, the Board of Directors confirm that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
2. the Directors have selected such accounting policies and applied them consistently except where otherwise stated in the notes to the accounts and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for that period;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities. The internal auditors have conducted periodic audits to provide reasonable assurances that established policies and procedures of the Company have been followed. However, it must be recognised that there are inherent limitations in weighing the assurances provided by any system on internal controls;
4. the Directors have prepared the annual accounts on a going concern basis.

FOR AND ON BEHALF OF THE BOARD

MADHAVAN MENON – Director
VINAYAK K. PUROHIT – Director

Mumbai, 15th March, 2010

Auditors' Report

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To the members of Thomas Cook Insurance Services (India) Limited

1. We have audited the attached Balance Sheet of Thomas Cook Insurance Services (India) Limited, as at 31st December, 2009 and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
 - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act;
 - (e) On the basis of written representations received from the directors, as on 31st December, 2009 and taken on record by the Board of Directors, we report that no director is disqualified as on 31st December, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act;
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and Schedules A to N annexed thereto give in the prescribed manner the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st December, 2009;
 - (ii) in the case of the Profit and Loss Account, of the loss for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

For LOVELOCK & LEWES
Chartered Accountants

VASANT GUJARATHI
Partner
Membership No. 17866
Mumbai, 15th March, 2010

Annexure to the Auditors' Report

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[Referred to in paragraph 3 of the Auditors' Report of even date to the members of Thomas Cook Insurance Services (India) Limited on the financial statements for the year ended 31st December, 2009]

1. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Act.

(b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act.

2. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the sale of services. There are no purchases of inventory and fixed assets and sale of goods. Further, on the basis of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.

3. In our opinion and according to the information and explanations given to us, there are no contracts or arrangements referred to in Section 301 of the Act during the year that need to be entered in the register maintained under that section.

4. The Company has not accepted any deposits from the public within the meaning of Sections 58A & 58AA of the Act and the rules framed there under.

5. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.

6. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including income-tax, cess, service tax, and other material statutory dues as applicable with the appropriate authorities in India.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of cess and service tax which have not been deposited on account of any dispute. The particulars of dues of income-tax as at 31st December, 2009 which have not been deposited on account of a dispute, are as follows –

Name of the statute	Nature of dues	Amount (Rupees)	Year/Period to which the amount relates	Forum where the dispute is pending
Income-tax Act, 1961	Income-tax on certain disallowances	2,403,812	Assessment year 2007-2008	Commissioner Income Tax Appeals

7. The Company has no accumulated losses as at 31st December, 2009 and has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.

8. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holder.

9. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

10. The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.

11. In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments.

12. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.

13. The Company has not obtained any term loans.

14. On the basis of an overall examination of the Balance Sheet of the Company, in our opinion and according to the information and explanations given to us, there are no

Annexure to the Auditors' Report

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funds raised on short-term basis which have been used for long-term investment.

15. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
16. The Company has not issued any debentures.
17. The Company has not raised any money by public issue during the year.
18. During the course of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

19. According to the information and explanations given to us and taking into consideration the nature of business of the Company, the matters specified in clauses (i), (ii) and (viii) of paragraph 4 of the Order are not applicable to the Company.

For LOVELOCK & LEWES
Chartered Accountants

VASANT GUJARATHI
Partner
Membership No. 17866
Mumbai, 15th March, 2010

Balance Sheet as at 31st December, 2009

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	Schedule	As at 31st December, 2009 Rupees Rupees		As at 31st December, 2008 Rupees Rupees	
SOURCES OF FUNDS					
SHAREHOLDERS' FUNDS					
Capital	A	500,000		500,000	
Reserves and Surplus	B	20,748,441		21,150,257	
</					

Schedules "A" to "H" and "N" referred to above form an integral part of the Balance Sheet.

In terms of our report of even date

For LOVELOCK & LEWES
Chartered Accountants

VASANT GUJARATHI
Partner
Membership No. 17866

Mumbai, 15th March, 2010

For and on behalf of the Board

MADHAVAN MENON – Director
VINAYAK K. PUROHIT – Director
RAKSHIT DESAI – Director

Mumbai, 15th March, 2010

Profit and Loss Account for the year ended 31st December, 2009

	Schedule	Year ended 31st December, 2009		Year ended 31st December, 2008	
		Rupees	Rupees	Rupees	Rupees
INCOME					
Turnover	I	12,580,869		12,764,496	
Other Income	J	23,085,356		23,784,317	
			35,666,225		36,548,813
EXPENDITURE					
Personnel Cost	K	14,358,458		9,934,383	
Advertisement and Business Promotion		96,616		11,698,204	
Other Expenses	L	12,588,337		9,386,694	
Interest and Other Finance Expenses	M	22,059		5,341	
			27,065,470		31,024,622
Profit before Taxation			8,600,755		5,524,191
Provision for Taxation					
Current Tax		1,835,360		5,000,000	
(Excess)/ Short Provision of Income Tax for earlier years		—		(138,203)	
Fringe Benefit Tax		—		220,610	
(Excess)/ Short Provision of Fringe Benefit Tax for earlier years		(55,000)		—	
Deferred Tax		7,222,211		(1,446,838)	
			9,002,571		3,635,569
(LOSS)/PROFIT AFTER TAXATION			(401,816)		1,888,622
Balance brought forward from previous year			20,680,027		18,791,405
Balance Carried to Balance Sheet			20,278,211		20,680,027
Earnings per Share - Basic and Diluted			(8.04)		37.77
[Rs. per Equity Share of Rs. 10 each]					
[Refer Note 2(e) of Schedule "N"]					
Notes to the Financial Statements	N				
Schedules "I" to "N" referred to above form an integral part of the Profit and Loss Account.					

In terms of our report of even date

For LOVELOCK & LEWES
Chartered Accountants

VASANT GUJARATHI
Partner
Membership No. 17866

Mumbai, 15th March, 2010

For and on behalf of the Board

MADHAVAN MENON — Director
VINAYAK K. PUROHIT — Director
RAKSHIT DESAI — Director

Mumbai, 15th March, 2010

Schedules forming part of the Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "A" : CAPITAL				
Authorised				
500,000 Equity Shares of Rs.10 each		5,000,000		5,000,000
Issued and Subscribed				
50,000 Equity Shares of Rs. 10 each fully paid-up, all held by the holding company, Thomas Cook (India) Limited and its nominees		500,000		500,000
SCHEDULE "B" : RESERVES AND SURPLUS				
General Reserve		470,230		470,230
Profit and Loss Account		20,278,211		20,680,027
		20,748,441		21,150,257
SCHEDULE "C" : DEFERRED TAX ASSETS				
- On Provision allowable for tax purposes when paid		261,794		362,046
- On Provision for Doubtful Debts		2,044,393		9,166,352
		2,306,187		9,528,398
SCHEDULE "D" : SUNDRY DEBTORS				
Unsecured, Considered Good				
Outstanding exceeding six months	—		—	
Others	3,093,649		3,685,952	
		3,093,649		3,685,952
Unsecured, Considered Doubtful				
Outstanding exceeding six months	6,014,689		26,967,790	
Less: Provision for Doubtful Debts	6,014,689		26,967,790	
		—		—
		3,093,649		3,685,952

Schedules forming part of the Balance Sheet as at 31st December, 2009

	As at 31st December, 2009		As at 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE “E” : CASH AND BANK BALANCES				
Cash and Cheques on Hand	233,227		—	
Balances with Scheduled Banks on Current Accounts	2,588,217		2,751,594	
		2,821,444		2,751,594
SCHEDULE “F” : LOANS AND ADVANCES				
(Unsecured, Considered Good)				
Advances to Holding Company		—		338,648
Advances recoverable in cash or in kind or for value to be received		7,811,625		6,018,803
Tax Payments less Provisions		15,031,251		9,397,805
		22,842,876		15,755,256
SCHEDULE “G” : LIABILITIES				
Sundry Creditors other than Micro and Small Scale Business Entities [Refer Note 2(g) of Schedule N]		8,997,497		9,529,299
Payable to Holding Company		525,647		—
Other Liabilities		55,445		303,965
		9,578,589		9,833,264
SCHEDULE “H” : PROVISIONS				
Provision for Leave Encashment		48,420		76,764
Provision for Gratuity		188,706		160,915
		237,126		237,679

Schedules forming part of the Profit and Loss Account for the year ended 31st December, 2009

	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
SCHEDULE "I" : TURNOVER				
Insurance Commission		12,580,869		12,659,695
Card Product Income		—		104,801
		<u>12,580,869</u>		<u>12,764,496</u>
SCHEDULE "J" : OTHER INCOME				
Dividend on Current Investments - Non Trade		—		40,327
Recovery of Expenses		22,330,338		21,108,076
Referral Income		96,584		2,476,313
Miscellaneous Income		658,434		159,601
		<u>23,085,356</u>		<u>23,784,317</u>
SCHEDULE "K" : PERSONNEL COST				
Salaries, Wages and Bonus		9,019,656		7,605,354
Contribution to Provident and Other Funds		466,195		473,092
Staff Welfare Expenses		4,872,607		1,855,937
		<u>14,358,458</u>		<u>9,934,383</u>
SCHEDULE "L" : OTHER EXPENSES				
Rent		339,964		564,404
Rates and Taxes		12,762		—
Repairs and Maintenance		486,541		314,132
Printing and Stationery		84,701		145,570
Postage, Telegrams, Telex and Telephones		388,179		545,033
Legal and Professional Charges		7,948,651		2,062,284
Auditors' Remuneration				
Audit Fees	27,575		28,090	
Reports under the provisions of the Income-tax Act, 1961	27,575		28,090	
Reimbursement of Expenses	1,735		3,000	
		<u>56,885</u>		<u>59,180</u>
Travelling and Conveyance		851,244		2,230,908
Bad Debt written off		23,151,759		—
(Write Back)/Provision for Doubtful Debts (Net)		(20,953,101)		3,290,603
Miscellaneous Expenses		220,752		174,580
		<u>12,588,337</u>		<u>9,386,694</u>
SCHEDULE "M" : INTEREST AND OTHER FINANCE EXPENSES				
Other Finance Expenses		<u>22,059</u>		<u>5,341</u>

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE “N” : NOTES TO THE FINANCIAL STATEMENTS

1. Significant Accounting Policies

The financial statements are prepared to comply in all material aspects with the applicable accounting principles in India, the accounting standards notified under sub-section (3C) of Section 211 of Companies Act, 1956 (the ‘Act’) and the other relevant provisions of the Act. The significant accounting policies are as follows:

(a) Basis of Accounting

The financial statements are prepared in accordance with the historical cost convention.

(b) Turnover

Turnover comprises of insurance commission in the normal course of business as the corporate insurance agent of Tata AIG General Insurance Company Limited and sale of card products.

(c) Revenue Recognition

Commission on insurance policies sold is recognised on the effective commencement of the policies. Card products sales are recognised on delivery of the cards to the customers.

(d) Investments

Current Investments are stated at lower of cost and fair value.

(e) Taxes on Income

Current tax is determined as the amount of tax payable in respect of estimated taxable income for the year.

Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.

(f) Retirement Benefits

The Company has Defined Contribution Plan for post employment benefits in the form of Provident Fund which is administered through Government of India. Provident Fund is classified as Defined Contribution Plan as the Company has no further obligation beyond making the contributions. The Company’s contribution to Defined Contribution Plan is charged to the Profit and Loss Account as incurred.

The Company has Defined Benefit Plans for post employment benefits in the form of Gratuity. Liability for Defined Benefit Plans is provided on the basis of valuations, as at the Balance Sheet date, carried out by independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the Profit and Loss Account as income or expense.

The employees of the Company are entitled to Leave Benefits as per the policy of the Company. As per the leave policy of the Company, liability for leave balance is treated as short-term in nature. Provision towards short term accrued leave is made based on accumulated unutilised leave balances of employees on the payroll of the Company at the year-end.

2. Notes to the Accounts

- (a) The tax year for the Company being the year ending 31st March, the provision for taxation for the year is the aggregate of the provision made for the three months ended 31st March, 2009 and the provision based on the figures for the remaining nine months up to 31st December, 2009, the ultimate tax liability of which will be determined on the basis of the figures for the period 1st April, 2009 to 31st March, 2010.

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "N" (Contd.)

(b) Contingent Liabilities	As at 31st December, 2009 Rupees	As at 31st December, 2008 Rupees
Claims against the Company not acknowledged as debts		
Disputed Income Tax Demand	4,859,212	4,531,029

(c) Segmental Reporting

The Company has only one reportable segment which is 'Travel insurance and related services'. Accordingly, the figures appearing in these accounts relate to 'Travel insurance and related services' segment.

(d) Related Party Disclosures

(A) Enterprise where control exists

Holding Company Thomas Cook (India) Limited, India holds 100% of Equity Shares of the Company. TCIM Limited, UK holds 55.87% of Equity Shares of Thomas Cook (India) Limited. Thomas Cook UK Limited, the holding company of TCIM Limited, UK owns 21.45% of the Equity Shares of Thomas Cook (India) Limited. Thomas Cook UK Limited is a step down subsidiary of Thomas Cook Group plc, the ultimate holding company.

(B) Disclosure of transactions between the Company and related parties and outstanding balances as at the year end:

	As at 31st December, 2009 Rupees	As at 31st December, 2008 Rupees
Reimbursement of Expenses (Net)		
Thomas Cook (India) Limited	16,235,719	9,410,122
Sale of services		
Thomas Cook (India) Limited	—	134,675
Balances as at the year end –		
Outstanding Receivable/(Payable)		
Thomas Cook (India) Limited	(525,647)	338,648

(e) Basic earnings per share has been calculated by dividing profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares and accordingly, the basic earnings per share and diluted earnings per share are the same. Earnings per Share has been computed as under:

	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
(Loss)/Profit after Taxation	(401,816)	1,888,622
Weighted average number of shares	50,000	50,000
Earnings per Share (Rs. per Equity Share of Rs. 10 each) – Basic and Diluted	(8.04)	37.77

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

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SCHEDULE "N" (Contd.)

- (f) Employee Benefits
The disclosures as required under the revised AS 15 are as follows -
- (i) The Following table sets forth the status of gratuity benefit plan, during the year ended 31 December 2009:-

	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
Present Value of Funded Obligations	—	—
Fair Value of Plan Assets	—	—
Present Value of Unfunded Obligations	188,706	160,915
Unrecognised Past Service Cost	—	—
Amount not Recognised as an Asset	—	—
Net Liability	188,706	160,915
Amounts in Balance Sheet		
Liability	188,706	160,915
Assets	—	—
Net Liability	188,706	160,915
(ii) The amount recognised in the statement of profit and loss are as follows:-		
Current Service Cost	63,997	52,422
Interest on Defined Benefit Obligation	13,083	11,880
Expected return on Plan Assets	—	—
Net Actuarial Losses/ (Gains) Recognised in the year	(49,289)	(2,487)
Past Service Cost	—	—
Losses/ (Gains) on " Curtailments & Settlements"	—	—
Losses/ (Gains) on " Acquisition & Divestiture"	—	—
Total included in "Employee Benefits Expense"	27,791	61,815
Actual Return on Plan Assets	—	—
(iii) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:-		
Change in Defined Benefit Obligation		
Opening Defined Benefit Obligation	160,915	99,100
Current Service Cost	63,997	52,422
Interest Cost	13,083	11,880
Actuarial Losses/ (Gain)	(49,289)	(2,487)
Past Service Cost	—	—
Actuarial Losses/ (Gain) due to Curtailment	—	—
Liabilities Extinguished on Settlement	—	—
Liabilities Extinguished on Acquisition/ (Settled on Divestiture)	—	—
Exchange Difference on Foreign Plans	—	—
Benefits Paid	—	—
Closing Defined Benefit Obligation	188,706	160,915
Change in Fair Value of Assets		
Opening Fair Value of Plan Assets	—	—
Expected Return on Plan Assets	—	—

Schedules forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "N" (Contd.)

	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
Actuarial Losses/ (Gain)	—	—
Assets Distributed on Settlements	—	—
Contribution by Employer	—	—
Assets Acquired on Acquisition/ (Distributed on Divestiture)	—	—
Exchange Difference on Foreign Plans	—	—
Benefits Paid	—	—
Closing Fair Value of Plan Assets	—	—
(iv) The major categories of plan assets as a percentage of fair value of total plan assets:-		
Insurer Managed Funds	—	—
(v) Principal Actuarial Assumptions at the balance sheet date:		
Discount Rate (p.a.)*	7.60%	5.95%
Expected Rate of Return on Assets (p.a.)**	0.00%	0.00%
Salary Escalation Rate (p.a.)***	6.00%	5.50%
* The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.		
** Expected Rate of Return on Plan Assets is based on our expectation of the average long-term rate of return expected on investments of the Fund during the estimated term of the obligations.		
*** The estimates of the future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.		
(g) Micro and Small Scale Business Entities		
There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding as at 31st December, 2009. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company		
(h) Previous year figures have been regrouped where necessary.		

In terms of our report of even date

For and on behalf of the Board

For LOVELOCK & LEWES
Chartered Accountants

MADHAVAN MENON — Director
VINAYAK K. PUROHIT — Director
RAKSHIT DESAI — Director

VASANT GUJARATHI
Partner
Membership No. 17866

Mumbai, 15th March, 2010

Mumbai, 15th March, 2010

MADHAVAN MENON – Director
VINAYAK K. PUROHIT – Director
RAKSHIT DESAI – Director
Mumbai, 15th March 2010

Cash Flow Statement for the year ended 31st December, 2009

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	Year ended 31st December, 2009		Year ended 31st December, 2008	
	Rupees	Rupees	Rupees	Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Taxation		8,600,755		5,524,191
Adjustments for -				
Interest and Other Finance Expenses	22,059		5,341	
Dividend Income	—		(40,327)	
		22,059		(34,986)
Operating profit before working capital changes		8,622,814		5,489,205
Adjustments for -				
Trade and Other Receivables	(861,871)		6,571,324	
Trade and Other Payables	(255,228)		(12,057,929)	
		(1,117,099)		(5,486,605)
Cash generated from operations		7,505,715		2,600
Direct Taxes paid (Net of refund of taxes)	(7,413,806)		(9,898,453)	
		(7,413,806)		(9,898,453)
Net cash from/(used in) operating activities		91,909		(9,895,853)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Sale/(Purchase) of Investments (Net)	—		2,127,393	
Dividend Received	—		40,327	
Net cash from investing activities		—		2,167,720
C. CASH FLOW FROM FINANCING ACTIVITIES				
Interest and Other Finance Expenses paid	(22,059)		(5,341)	
Net cash used in financing activities		(22,059)		(5,341)
Net increase/(decrease) in cash and cash equivalents		69,850		(7,733,474)
Cash and Cash Equivalents - Opening Balance		2,751,594		10,485,068
Cash and Cash Equivalents - Closing Balance		2,821,444		2,751,594

Notes:

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard – 3 on Cash Flow Statements, notified under sub-section (3C) of Section 211 of Companies Act, 1956.
- Previous year figures have been regrouped where necessary.

In terms of our report of even date

For LOVELOCK & LEWES
Chartered Accountants

VASANT GUJARATHI
Partner
Membership No. 17866

Mumbai, 15th March, 2010

For and on behalf of the Board

MADHAVAN MENON – Director
VINAYAK K. PUROHIT – Director
RAKSHIT DESAI – Director

Mumbai, 15th March, 2010

Directors' Report

TO THE MEMBERS

Your Directors have pleasure in presenting the Twenty-first Annual Report together with the Balance Sheet and Profit and Loss Account for the year ended 31st December, 2009.

OPERATIONS

There were no business activities carried on throughout the financial year ended 31st December, 2009.

FINANCIAL RESULTS

During the year under review, the Company did not carry on any business activities and accordingly no income was generated.

DIVIDEND

In view of no business activities, your Directors do not recommend any dividend for the year under review.

FIXED DEPOSITS

The Company has not accepted any deposit from the public during the year under review.

DIRECTORS

In accordance with Article 130 of the Articles of Association of the Company, Mr. Rakshit Desai retires by rotation and being eligible, offers himself for re-appointment.

AUDITORS

M/s. Lovelock & Lewes, Chartered Accountants, Auditors of the Company retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE

During the year under review, there was no business carried on by the Company and accordingly information u/s 217(1) (e) of the Companies Act, 1956 is Nil.

INFORMATION PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT, 1956

No employees were employed throughout the year under review. Therefore, the particulars required under Section 217(2A) of the Companies Act, 1956 and the rules framed thereunder are not furnished herewith.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

- In the preparation of the annual accounts, the applicable accounting standards were followed alongwith proper explanation relating to material departures;
- The accounting policies were selected and applied consistently and judgements and estimates were made which were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the year under review;
- Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities were taken;
- The annual accounts were prepared on a going concern basis.

For and on behalf of the Board

MADHAVAN MENON — Director
VINAYAK K. PUROHIT — Director

Mumbai, 15th March, 2010

Auditors' Report

To the members of Thomas Cook Tours Limited

- We have audited the attached Balance Sheet of Thomas Cook Tours Limited, as at 31st December, 2009, and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Government of India in terms of sub-section (4A) of section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

- Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
 - On the basis of written representations received from the directors, as on 31st December, 2009 and taken on record by the Board of Directors, we report that no director is disqualified as on 31st December, 2009 from being appointed as a director in terms of Clause (g) of Sub-section (1) of section 274 of the Act;
 - In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and Schedule A to E annexed thereto give in the prescribed manner the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - in the case of the Balance Sheet, of the state of affairs of the Company as at 31st December, 2009;
 - in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For LOVELOCK & LEWES
Chartered Accountants

VASANT GUJARATHI
Partner
Membership No. 17866
Mumbai, 15th March, 2010

Annexure to the Auditors' Report

[Referred to in paragraph 3 of the Auditors' Report of even date to the members of Thomas Cook Tours Limited on the financial statements for the year ended 31st December, 2009]

- The Company has not granted any loans, secured or unsecured, to Companies, firms or other parties covered in the register maintained under Section 301 of the Act.
 - The Company has not taken any loans, secured or unsecured, from Companies, firms or other parties covered in the register maintained under Section 301 of the Act.
- There are no transactions of purchase of inventory, fixed assets and sale of goods during the year.
- In our opinion and according to the information and explanations given to us, there are no contracts or arrangements referred to in Section 301 of the Act during the year that need to be entered in the register maintained under that section.
- The Company has not accepted any deposits from the public within the meaning of Sections 58A & 58AA of the Act and the rules framed there under.
- As the paid - up capital and reserves of the Company does not exceed Rs. 50 lakhs and nor does its average annual turnover exceed Rs. 5 crores for the three consecutive financial years immediately preceding the current financial year, Clause (vii) of paragraph 4 of the Order pertaining to Internal Audit is not applicable to the Company for the current year.
- According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues as applicable with the appropriate authorities in India.
- The Company has accumulated losses of Rs. 62,956 as at 31st December, 2009. Company has not incurred cash losses in the current year, however it has incurred cash loss in the previous year.
- According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders.
- The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- The provisions of special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.
- In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments.
- According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- The Company has not obtained any term loans.
- On the basis of an overall examination of the Balance Sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on short-term basis which have been used for the long term investment.
- The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
- The Company has not issued any debentures.
- The Company has not raised any money by public issues during the year.
- During the course of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India, we have neither come

across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

19. According to the information and explanations given to us and taking into consideration the nature of business of the Company, the matters specified in Clauses (i), (ii) and (viii) of paragraph 4 of the Order are not applicable to the Company.

For LOVELOCK & LEWES
Chartered Accountants
VASANT GUJARATHI
Partner
Membership No. 17866
Mumbai, 15th March, 2010

Balance Sheet as at 31st December, 2009

	Schedule	As at 31st December, 2009 Rupees	As at 31st December, 2008 Rupees
SOURCES OF FUNDS			
Shareholders' Funds			
Capital	A	500,000	500,000
TOTAL		500,000	500,000
APPLICATION OF FUNDS			
Current Assets, Loans and Advances			
Cash and Bank Balances	B	435,045	435,045
Loans and Advances	C	21,135	—
Less: Current Liabilities and Provisions			
Liabilities	D	19,136	—
Net Current Assets		437,044	435,045
Profit and Loss Account		62,956	64,955
TOTAL		500,000	500,000
Notes to the Financial Statements	E		

Schedules "A" to "E" referred to above form an integral part of the Balance Sheet.

In terms of our report of even date	For and on behalf of the Board
For LOVELOCK & LEWES Chartered Accountants	MADHAVAN MENON — Director
VASANT GUJARATHI Partner	VINAYAK K. PUROHIT — Director
Membership No. 17866	RAKSHIT DESAI — Director
Mumbai, 15th March, 2010	Mumbai, 15th March, 2010

Profit and Loss Account for the year ended 31st December, 2009

	Year Ended 31st December, 2009 Rupees	Year Ended 31st December, 2008 Rupees
INCOME		
Interest on Fixed Deposit	21,135	—
	21,135	—
EXPENDITURE		
Preoperative Expenses written off	—	60,955
Legal and Professional Charges	5,500	4,000
Audit Fees	13,226	—
Profit/(Loss) before Taxation	2,399	(64,955)
Provision for Taxation		
Current Tax	400	—
Net Profit/(Loss)	1,999	(64,955)
Balance brought forward from previous year	(64,955)	—
Balance carried to Balance Sheet	(62,956)	(64,955)
Earnings per Share - Basic & Diluted	0.04	(1.30)
[Rs. per Equity Share of Rs. 10 each]		
Refer Note 5(c) of Schedule "E"		
Notes to the Financial Statements	Schedule E	
Schedule "E" referred to above form an integral part of the Profit and Loss Account		

In terms of our report of even date	For and on behalf of the Board
For LOVELOCK & LEWES Chartered Accountants	MADHAVAN MENON — Director
VASANT GUJARATHI Partner	VINAYAK K. PUROHIT — Director
Membership No. 17866	RAKSHIT DESAI — Director
Mumbai, 15th March, 2010	Mumbai, 15th March, 2010

Schedules forming part of the Balance Sheet as at 31st December, 2009

	As at 31st December, 2009 Rupees	As at 31st December, 2008 Rupees
SCHEDULE "A" : CAPITAL		
Authorised		
500,000 equity shares of Rs. 10/- each	5,000,000	5,000,000
	5,000,000	5,000,000
Issued and Subscribed		
50,000 equity shares of Rs. 10/- each fully paid	500,000	500,000
All the above equity shares are held by the holding company, Thomas Cook (India) Limited and its nominees.		
	500,000	500,000
SCHEDULE "B" : CASH AND BANK BALANCES		
Cash in Hand	30	30
Balances with Scheduled Banks		
On Current Accounts	35,015	435,015
On Deposit Accounts	400,000	—
	435,045	499,940
SCHEDULE "C" : LOANS AND ADVANCES		
Accrued Interest	21,135	—
	21,135	—
SCHEDULE "D" : LIABILITIES		
Payable to Holding Company	5,500	—
Audit Fees Payable	13,236	—
Provision for Taxes	400	—
	19,136	—

Schedule forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "E" : NOTES TO THE FINANCIAL STATEMENTS

1. Background

Thomas Cook Tours Limited was incorporated in the state of Maharashtra on 26th December, 1989 under Companies Act, 1956. It's main object is inter-alia to carry on the trades and business of general passengers, tourist and transport agents and contractors. The Company is yet to start its operations.

2. Significant Accounting Policies

The financial statements are prepared to comply in all material aspects with the applicable accounting principles in India, the accounting standards notified under sub-section (3C) of Section 211 of Companies Act, 1956 (the 'Act') and the other relevant provisions of the Act. The significant accounting policies are as follows:

(a) Basis of Accounting

The financial statements are prepared in accordance with the historical cost convention.

(b) Since the Company has no operations there are no reportable segments.

3. Revenue Recognition

Revenue is accounted on accrual basis.

4. Taxes

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognised, subject to consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets are not recognised on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

5. (a) Micro & Small Scale Business Entities

There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding as at 31st December, 2009. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors

(b) Related Party Disclosures

(A) Enterprises where control exists

Holding Company Thomas Cook (India) Limited, India holds 100% of equity shares of the company. TCIM Limited, UK holds 55.87% of Equity Shares of Thomas Cook (India) Limited. Thomas Cook UK Limited, the holding company of TCIM Limited, UK owns 21.45% of Equity Shares of Thomas Cook (India) Limited. Thomas Cook UK Limited is a step down subsidiary of Thomas Cook Group plc, the ultimate holding company.

(B) Key Management Personnel
Madhavan Menon
Vinayak K. Purohit
Rakshit Desai

- (C) Disclosure of transactions between the company and related parties and outstanding balances as at the year end

	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
(i) Reimbursement of Expenses Thomas Cook (India) Limited	5,500	64,895
(ii) Balances as at the year end – Outstanding Payables Thomas Cook (India) Limited	5,500	–
(c) Basic Earnings per share has been calculated by dividing Net profit / (loss) after taxation, attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares and accordingly, the basic earnings per share and diluted earnings per share are the same. The numbers used in calculating basic and diluted earnings are stated below:		
Profit / (Loss) after tax	1,999	(64,955)
Weighted average number of shares – Basic & Diluted	50,000	50,000
Basic/Diluted Earnings per Share (Rs. per Equity Share of Rs. 10 each)	0.04	(1.30)

In terms of our report of even date	For and on behalf of the Board
For LOVELOCK & LEWES Chartered Accountants	MADHAVAN MENON – Director
VASANT GUJARATHI Partner	VINAYAK K. PUROHIT – Director
Membership No. 17866	RAKSHIT DESAI – Director
Mumbai, 15th March, 2010	Mumbai, 15th March, 2010

Cash Flow Statement for the year ended 31st December, 2009

	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
A. Cash flow from operating activities:		
Net Profit / (Loss) before taxation	2,399	(64,955)
Preoperative Expenses written off	–	60,955
	2,399	(4,000)
Operating profit / (loss) before working capital changes	2,399	(4,000)
Adjustments for –		
Trade and Other Receivables	(21,135)	–
Trade and Other Payables	18,736	(60,895)
Cash used in operations	–	(64,895)
B. Cash flow from investing activities	–	–
C. Cash flow from financing activities	–	–
Net decrease in cash and cash equivalent	–	(64,895)
Cash and cash equivalents – Opening balance	435,045	499,940
Cash and cash equivalents – Closing balance	435,045	435,045

Notes:

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard – 3 on Cash Flow Statements, notified under sub-section (3C) of Section 211 of Companies Act, 1956.
- Previous year figures have been regrouped where necessary.

In terms of our report of even date	For and on behalf of the Board
For LOVELOCK & LEWES Chartered Accountants	MADHAVAN MENON – Director
VASANT GUJARATHI Partner	VINAYAK K. PUROHIT – Director
Membership No. 17866	RAKSHIT DESAI – Director
Mumbai, 15th March, 2010	Mumbai, 15th March, 2010

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details
Registration No. State Code

Balance Sheet Date
Date Month Year

II. Capital raised during the year (Amount in Rs. Thousands)

Public Issue	Rights Issue
<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/> <input type="text" value="-"/> <input type="text" value="-"/>	<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/> <input type="text" value="-"/> <input type="text" value="-"/>
Bonus Issue	Private Placement
<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/> <input type="text" value="-"/> <input type="text" value="-"/>	<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/> <input type="text" value="-"/> <input type="text" value="-"/>

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	Total Assets
<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="5"/> <input type="text" value="0"/> <input type="text" value="0"/>	<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="5"/> <input type="text" value="0"/> <input type="text" value="0"/>
Sources of Funds	
Paid-up Capital	Reserves & Surplus
<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="5"/> <input type="text" value="0"/> <input type="text" value="0"/>	<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/> <input type="text" value="-"/> <input type="text" value="-"/>
Secured Loans	Unsecured Loans
<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/> <input type="text" value="-"/> <input type="text" value="-"/>	<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/> <input type="text" value="-"/> <input type="text" value="-"/>
Application of Funds	
Net Fixed Assets	Investments
<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/> <input type="text" value="-"/> <input type="text" value="-"/>	<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/> <input type="text" value="-"/> <input type="text" value="-"/>
Net Current Assets	Misc. Expenditure to the extent not written off
<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="4"/> <input type="text" value="3"/> <input type="text" value="7"/>	<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/> <input type="text" value="-"/> <input type="text" value="-"/>
Accumulated Losses	
<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="6"/> <input type="text" value="3"/>	

IV. Performance of Company (Amount in Rs. Thousands)

Turnover	Total Expenditure
<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="2"/> <input type="text" value="1"/>	<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="1"/> <input type="text" value="9"/>
+ – Profit/Loss before tax	+ – Profit/Loss after tax
<input checked="" type="checkbox"/> <input type="text" value="2"/>	<input checked="" type="checkbox"/> <input type="text" value="2"/>
(Please tick Appropriate box + for Profit, – for Loss)	
+ – Earning per Share in Rs.	Dividend rate %
<input checked="" type="checkbox"/> <input type="text" value="0"/> <input type="text" value="0"/> <input type="text" value="4"/>	<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/>

V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Item Code No. (ITC Code)	<input type="text" value="N"/> <input type="text" value="O"/> <input type="text" value="T"/> <input type="text" value="A"/> <input type="text" value="P"/> <input type="text" value="P"/> <input type="text" value="L"/> <input type="text" value="I"/> <input type="text" value="C"/> <input type="text" value="A"/> <input type="text" value="B"/> <input type="text" value="L"/> <input type="text" value="E"/>
Product Description	<input type="text" value="T"/> <input type="text" value="R"/> <input type="text" value="A"/> <input type="text" value="V"/> <input type="text" value="E"/> <input type="text" value="L"/> <input type="text" value="A"/> <input type="text" value="G"/> <input type="text" value="E"/> <input type="text" value="N"/> <input type="text" value="T"/> <input type="text" value="S"/>
Item Code No. (ITC Code)	<input type="text" value="N"/> <input type="text" value="O"/> <input type="text" value="T"/> <input type="text" value="A"/> <input type="text" value="P"/> <input type="text" value="P"/> <input type="text" value="L"/> <input type="text" value="I"/> <input type="text" value="C"/> <input type="text" value="A"/> <input type="text" value="B"/> <input type="text" value="L"/> <input type="text" value="E"/>
Product Description	<input type="text" value="T"/> <input type="text" value="O"/> <input type="text" value="U"/> <input type="text" value="R"/> <input type="text" value="O"/> <input type="text" value="P"/> <input type="text" value="E"/> <input type="text" value="R"/> <input type="text" value="A"/> <input type="text" value="T"/> <input type="text" value="O"/> <input type="text" value="R"/> <input type="text" value="S"/>
Item Code No. (ITC Code)	<input type="text" value="N"/> <input type="text" value="O"/> <input type="text" value="T"/> <input type="text" value="A"/> <input type="text" value="P"/> <input type="text" value="P"/> <input type="text" value="L"/> <input type="text" value="I"/> <input type="text" value="C"/> <input type="text" value="A"/> <input type="text" value="B"/> <input type="text" value="L"/> <input type="text" value="E"/>
Product Description	<input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/> <input type="text" value="-"/>

For and on behalf of the Board
MADHAVAN MENON – Director
VINAYAK K. PUROHIT – Director
RAKSHIT DESAI – Director
Mumbai, 15th March, 2010

Directors' Report

TO THE MEMBERS

Your Directors have pleasure in presenting the Twenty-first Annual Report together with the Balance Sheet and Profit and Loss Account for the year ended 31st December, 2009.

OPERATIONS

There were no business activities carried on throughout the financial year ended 31st December, 2009.

FINANCIAL RESULTS

During the year under review, the Company did not carry on any business activities and accordingly no income was generated.

DIVIDEND

In view of no business activities, your Directors do not recommend any dividend for the year under review.

FIXED DEPOSITS

The Company has not accepted any deposit from the public during the year under review.

DIRECTORS

In accordance with Article 130 of the Articles of Association of the Company, Mr. Rakshit Desai retires by rotation and being eligible, offers himself for re-appointment.

AUDITORS

M/s. Lovelock & Lewes, Chartered Accountants, Auditors of the Company retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE

During the year under review, there was no business carried on by the Company and accordingly information u/s 217(1) (e) of the Companies Act, 1956 is Nil.

INFORMATION PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT, 1956

No employees were employed throughout the year under review. Therefore, the particulars required under Section 217(2A) of the Companies Act, 1956 and the rules framed thereunder are not furnished herewith.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards were followed alongwith proper explanation relating to material departures;
2. The accounting policies were selected and applied consistently and judgements and estimates were made which were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the year under review;
3. Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities were taken;
4. The annual accounts were prepared on a going concern basis.

For and on behalf of the Board

MADHAVAN MENON — Director

VINAYAK K. PUROHIT — Director

Mumbai, 15th March, 2010

Auditors' Report

To the members of Indian Horizon Travel and Tours Limited

1. We have audited the attached Balance Sheet of Indian Horizon Travel And Tours Limited, as at 31st December, 2009, and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
- (e) On the basis of written representations received from the directors, as on 31st December, 2009 and taken on record by the Board of Directors, we report that no director is disqualified as on 31st December, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and Schedules A to E annexed thereto give in the prescribed manner the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st December, 2009;
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For LOVELOCK & LEWES

Chartered Accountants

VASANT GUJARATHI

Partner

Membership No. 17866

Mumbai, 15th March, 2010

Annexure to the Auditors' Report

[Referred to in paragraph 3 of the Auditors' Report of even date to the members of Indian Horizon Travel And Tours Limited on the financial statements for the year ended 31st December, 2009]

1. (a) The Company has not granted any loans, secured or unsecured, to Companies, firms or other parties covered in the register maintained under Section 301 of the Act.
- (b) The Company has not taken any loans, secured or unsecured, from Companies, firms or other parties covered in the register maintained under Section 301 of the Act.
2. There are no transactions of purchase of inventory, fixed assets and sale of goods during the year.
3. In our opinion and according to the information and explanations given to us, there are no contracts or arrangements referred to in Section 301 of the Act during the year that need to be entered in the register maintained under that section.
4. The Company has not accepted any deposits from the public within the meaning of Sections 58A & 58AA of the Act and the rules framed there under.
5. As the paid - up capital and reserves of the Company does not exceed Rs. 50 lakhs and nor does its average annual turnover exceed Rs. 5 crores for the three consecutive financial years immediately preceding the current financial year, Clause (vii) of paragraph 4 of the Order pertaining to Internal Audit is not applicable to the Company for the current year.
6. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues as applicable with the appropriate authorities in India.
7. The Company has accumulated losses of Rs. 63,121 as at 31st December, 2009. Company has not incurred cash losses in the current year, however it has incurred cash loss in the previous year.
8. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders.
9. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
10. The provisions of special statue applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.
11. In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments.
12. According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
13. The Company has not obtained any term loans.
14. On the basis of an overall examination of the Balance Sheet of the Company, in our opinion and according to the information and explanation given to us, there are no funds raised on short-term basis which have been used for the long term investment.
15. The Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Act during the year.
16. The Company has not issued any debentures.
17. The Company has not raised any money by public issues during the year.
18. During the course of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India, we have neither

come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

19. According to the information and explanations given to us and taking into consideration the nature of business of the Company, the matters specified in Clauses (i), (ii) and (viii) of paragraph 4 of the Order are not applicable to the Company.

For LOVELOCK & LEWES
Chartered Accountants
VASANT GUJARATHI
Partner
Membership No. 17866
Mumbai, 15th March, 2010

Balance Sheet as at 31st December, 2009

Schedule	As at 31st December, 2009 Rupees	As at 31st December, 2008 Rupees
SOURCES OF FUNDS		
Shareholders' Funds		
Capital		
TOTAL	500,000	500,000
APPLICATION OF FUNDS		
Current Assets, Loans and Advances		
Cash and Bank Balances	434,880	434,880
Loans and Advances	21,135	—
Less: Current Liabilities and Provisions		
Liabilities	19,136	—
Net Current Assets	436,879	434,880
Profit and Loss Account	63,121	65,120
TOTAL	500,000	500,000
Notes to the Financial Statements	E	

Schedules "A" to "E" referred to above form an integral part of the Balance Sheet.

In terms of our report of even date	For and on behalf of the Board
For LOVELOCK & LEWES Chartered Accountants	MADHAVAN MENON — Director
VASANT GUJARATHI Partner	VINAYAK K. PUROHIT — Director
Membership No. 17866	RAKSHIT DESAI — Director
Mumbai, 15th March, 2010	Mumbai, 15th March, 2010

Profit and Loss Account for the year ended 31st December, 2009

	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
INCOME		
Interest on Fixed Deposit	21,135	—
	21,135	—
EXPENDITURE		
Preoperative expenses written off	—	61,120
Legal and Professional Charges	5,500	4,000
Audit Fees	13,236	—
Profit/(Loss) before Taxation	2,399	(65,120)
Provision for Taxation		
Current Tax	400	—
Net Profit/(Loss)	1,999	(65,120)
Balance brought forward from previous year	(65,120)	—
Balance carried to Balance Sheet	(63,121)	(65,120)
Earnings per Share - Basic & Diluted [Rs. per Equity Share of Re. 10 each]	0.04	(1.30)
Refer Note 5(c) of Schedule "E"		
Notes to the Financial Statements	Schedule E	
Schedule "E" referred to above form an integral part of the Profit and Loss account		

In terms of our report of even date	For and on behalf of the Board
For LOVELOCK & LEWES Chartered Accountants	MADHAVAN MENON — Director
VASANT GUJARATHI Partner	VINAYAK K. PUROHIT — Director
Membership No. 17866	RAKSHIT DESAI — Director
Mumbai, 15th March, 2010	Mumbai, 15th March, 2010

Schedules forming part of the Balance Sheet as at 31st December, 2009

	As at 31st December, 2009 Rupees	As at 31st December, 2008 Rupees
SCHEDULE "A" : CAPITAL		
Authorised		
500,000 equity shares of Rs. 10/- each	5,000,000	5,000,000
	5,000,000	5,000,000
Issued and Subscribed		
50,000 equity shares of Rs. 10/- each fully paid.	500,000	500,000
All the above equity shares are held by the holding company, Thomas Cook (India) Limited and its nominees.	500,000	500,000
SCHEDULE "B" : CASH AND BANK BALANCES		
Cash in Hand	30	30
Balances with Scheduled Banks		
On Current Accounts	34,850	434,850
On Deposit Accounts	400,000	—
	434,880	434,880
SCHEDULE "C" : LOANS AND ADVANCES		
Accrued Interest	21,135	—
	21,135	—
SCHEDULE "D" : LIABILITIES		
Payable to Holding Company	5,500	—
Audit Fees Payable	13,236	—
Provision for Taxes	400	—
	19,136	—

Schedule forming part of the Financial Statements for the year ended 31st December, 2009

SCHEDULE "E" NOTES TO THE FINANCIAL STATEMENTS

1. Background

Indian Horizon Travel and Tours Limited was incorporated in the state of Maharashtra on 26th December, 1989 under Companies Act, 1956. It's main object is inter-alia to carry on the trades and business of general passengers, tourist and transport agents and contractors. Company is yet to commence its business.

2. Significant Accounting Policies

The financial statements are prepared to comply in all material aspects with the applicable accounting principles in India, the accounting standards notified under sub-section (3C) of Section 211 of Companies Act, 1956 (the 'Act') and the other relevant provisions of the Act. The significant accounting policies are as follows:

(a) Basis of Accounting

The financial statements are prepared in accordance with the historical cost convention.

(b) Since the Company has no operations there are no reportable segments.

3. Revenue Recognition

Revenue is accounted on accrual basis.

4. Taxes

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognised, subject to consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets are not recognised on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

5. (a) Micro & Small Scale Business Entities

There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding as at 31st December, 2009. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

(b) Related Party Disclosures

(A) Enterprises where control exists

(i) Holding Company
Thomas Cook (India) Limited, India holds 100% of equity shares of the Company. TCIM Limited, UK holds 55.87% of Equity Shares of Thomas Cook (India) Limited. Thomas Cook UK Limited, the holding company of TCIM Limited, UK owns 21.45% of Equity Shares of Thomas Cook (India) Limited. Thomas Cook UK Limited is a step down subsidiary of Thomas Cook Group plc, the ultimate holding company.

(B) Key Management Personnel
Madhavan Menon
Vinayak K. Purohit
Rakshit Desai

(C) Disclosure of transactions between the Company and related parties and outstanding balances as at the year end

	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
(i) Reimbursement of Expenses		
Thomas Cook (India) Limited	5,500	65,120
(ii) Balances as at the year end –		
Outstanding Payables		
Thomas Cook (India) Limited	5,500	–
(c) Basic Earnings per share has been calculated by dividing Net profit/(loss) after taxation, attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares and accordingly, the basic earnings per share and diluted earnings per share are the same. The numbers used in calculating basic and diluted earnings are stated below:		
Profit / (Loss) after tax	1,999	(65,120)
Weighted average number of shares – Basic & Diluted	50,000	50,000
Basic / Diluted Earnings per Share (Rs. per Equity Share of Rs. 10 each)	0.04	(1.30)

In terms of our report of even date

For LOVELOCK & LEWES
Chartered AccountantsVASANT GUJARATHI
Partner
Membership No. 17866

Mumbai, 15th March, 2010

For and on behalf of the Board

MADHAVAN MENON – Director

VINAYAK K. PUROHIT – Director

RAKSHIT DESAI – Director

Mumbai, 15th March, 2010

Cash Flow Statement for the year ended 31st December, 2009

	Year ended 31st December, 2009 Rupees	Year ended 31st December, 2008 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before taxation	2,399	(65,120)
Pre-operative Expenses written off	–	61,120
	2,399	(4,000)
Operating profit / (loss) before working capital changes	2,399	(4,000)
Adjustments for –		
Trade and Other Receivables	(21,135)	–
Trade and Other Payables	18,736	(61,060)
Cash used in operations	–	(65,060)
B. CASH FLOW FROM INVESTING ACTIVITIES	–	–
C. CASH FLOW FROM FINANCING ACTIVITIES	–	–
Net decrease in cash and cash equivalent	–	(65,060)
Cash and cash equivalents – Opening balance	434,880	499,940
Cash and cash equivalents – Closing balance	434,880	434,880

Note:

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard – 3 on Cash Flow Statements, notified under sub-section (3C) of Section 211 of Companies Act, 1956.
- Previous year figures have been regrouped where necessary.

In terms of our report of even date

For LOVELOCK & LEWES
Chartered AccountantsVASANT GUJARATHI
Partner
Membership No. 17866

Mumbai, 15th March, 2010

For and on behalf of the Board

MADHAVAN MENON – Director

VINAYAK K. PUROHIT – Director

RAKSHIT DESAI – Director

Mumbai, 15th March, 2010

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details

Registration No. 1 1 - 5 4 7 6 5 State Code 1 1

Balance Sheet Date 3 1 1 2 2 0 0 9
Date Month Year

II. Capital raised during the year (Amount in Rs. Thousands)

Public Issue Rights Issue
- - - N I L - - - - - - - N I L - - -Bonus Issue Private Placement
- - - N I L - - - - - - - N I L - - -

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities Total Assets
- - - - - 5 0 0 - - - - - 5 0 0

Sources of Funds

Paid-up Capital Reserves & Surplus
- - - - - 5 0 0 - - - - N I L - - -Secured Loans Unsecured Loans
- - - - N I L - - - - - - - N I L - - -

Application of Funds

Net Fixed Assets Investments
- - - - N I L - - - - - - - N I L - - -Net Current Assets Misc. Expenditure to the extent not written off
- - - - - 4 3 7 - - - - N I L - - -

Accumulated Losses

- - - - - 6 3

IV. Performance of Company (Amount in Rs. Thousands)

Turnover Total Expenditure
- - - - - 2 1 - - - - - 1 9+ - Profit/Loss before tax + - Profit/Loss after tax
✓ - - - - - 2 ✓ - - - - - 2

(Please tick Appropriate box + for Profit, – for Loss)

+ - Earning per Share in Rs. Dividend rate %
✓ - - - - 0 . 0 4 - - -

V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Item Code No. N O T A P P L I C A B L E

(ITC Code)

Product T R A V E L A G E N T S

Description

Item Code No. N O T A P P L I C A B L E

(ITC Code)

Product T O U R O P E R A T O R S

Description

Item Code No. N O T A P P L I C A B L E

(ITC Code)

Product - - - - - - - - - - - -

Description

For and on behalf of the Board

MADHAVAN MENON – Director

VINAYAK K. PUROHIT – Director

RAKSHIT DESAI – Director

Mumbai, 15th March, 2010

Directors' Report

The directors have the pleasure in submitting their annual report together with the audited financial statements of Thomas Cook (Mauritius) Holding Company Limited, the "Group" and the "Company", for the period ended 30 September 2009.

PRINCIPAL ACTIVITY

The principal activity of the Company is to hold investments.

RESULTS AND DIVIDENDS

The results for the period of the Group and the Company are shown in the statement of comprehensive income on page 6 of the financial statements.

The directors do not recommend the payment of any dividend for the period under review.

DIRECTORS AND DIRECTORS' REMUNERATION

The present membership of the Board is set out on page 2.

No remuneration was paid to full-time executive directors for the period ended 30 September 2009. (Year ended 31 December 2008: Nil)

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

Company law requires the directors to prepare financial statements for each financial year which present fairly the financial position, financial performance and cash flows of the Group and of the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether International Financial Reporting Standards have been followed and complied with, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Mauritius Companies Act 2001. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

SIGNIFICANT CONTRACTS

No contracts of significance or loans existed during the period under review between the Group and the Company and its Directors.

DIRECTORS' SHARE INTEREST

The directors hold no shares in the Company whether directly or indirectly.

DONATIONS

The Group made donations amounting to USD 4,943 for the period under review. (Year ended 31 December 2008: Nil).

AUDITORS

The auditors, Deloitte, have indicated their willingness to continue in office.

Auditors' remunerations were as follows:

	Group		Company	
	2009 USD	2008 USD	2009 USD	2008 USD
Audit services	16,981	18,550	4,000	4,000
Other services	—	4,550	—	600
	<u>16,981</u>	<u>23,200</u>	<u>4,000</u>	<u>4,600</u>

By Order of the Board

UDAY KUMAR GUJADHUR — Director
KAPILDEO JOORY — Director

Mauritius, 16th March, 2010

Secretary's Certificate under Section 166(d) of the Companies Act, 2001 for the period ended 30th September, 2009

We certify to the best of our knowledge and belief, that we have filed with the Registrar of Companies all such returns as are required of Thomas Cook (Mauritius) Holding Company Limited under the Mauritian Companies Act, 2001 during the financial period ended 30th September, 2009.

Multiconsult Limited
Corporate Secretary
Mauritius, 16th March, 2010

Auditor's Report

This report is made solely to the company's shareholders, as a body, in accordance with section 205 of the Mauritius Companies Act 2001. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Report on the Financial Statements

We have audited the financial statements of Thomas Cook (Mauritius) Holding Company Limited on pages 6 to 34 which comprise the statements financial position as at 30 September 2009 and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the period ended 30 September 2009 and a summary of significant accounting policies and other explanatory notes.

Directors' responsibilities for the financial statements

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and in accordance with the requirements of the Mauritius Companies Act 2001 in so far as applicable to Category 1 Global Business Licence companies. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements on pages 6 to 34 give a true and fair view of the financial position of the group and the company as at 30 September 2009 and of its financial performance and cash flows for the period then ended in accordance with International Financial Reporting Standards and comply with the requirements of the Mauritius Companies Act 2001 in so far as applicable to Category 1 Global Business Licence companies.

Report on other legal requirements

In accordance with the requirements of the Mauritius Companies Act 2001, we report as follows:

- we have no relationship with, or interests in, the company other than in our capacities as auditors and tax advisors;
- we have obtained all information and explanations that we have required; and
- in our opinion, proper accounting records have been kept by the company as far as appears from our examination of those records.

KEMP CHATTERIS DELOITTE

TWALAB BUTONKEE
Partner

Mauritius, 16th March, 2010

Statement of Financial Position as at 30th September, 2009

	Group		Company	
	30.09.2009 USD	31.12.2008 USD	30.09.2009 USD	31.12.2008 USD
ASSETS				
Non-current assets				
Plant and equipment (Note 10)	641,090	513,254	—	—
Intangible assets (Note 11)	136,892	—	—	—
Investments in subsidiaries (Note 12)	—	—	1,179,792	1,179,792
Total Non current asset	777,982	513,254	1,179,792	1,179,792
Current assets				
Treasury Bills (Note 13)	735,454	—	—	—
Trade and other receivables (Note 14)	661,826	684,308	1,935	726
Loan receivable (Note 15)	—	—	500,000	500,000
Cash at bank and in hand (Note 20)	4,854,356	3,884,808	2,371	2,371
Total Current Asset	6,251,636	4,569,116	504,306	503,097
Total assets	7,029,618	5,082,370	1,684,098	1,682,889
EQUITY AND LIABILITIES				
Capital and reserves				
Stated capital (Note 16)	1,655,500	1,655,500	1,655,500	1,655,500
Retained earnings/(accumulated losses)	3,624,654	2,268,680	(69,912)	(60,863)
Currency translation reserves	(42,577)	(272,863)	37,807	36,087
Total equity attributable to equity holders of the parent	5,237,577	3,651,317	1,623,395	1,630,724
Non-current liabilities				
Retirement benefit obligations (Note 17)	35,536	23,624	—	—
Obligations under finance leases (Note 18)	38,552	56,749	—	—
Deferred tax liabilities (Note 9)	31,700	29,925	—	—
Total non current liabilities	105,788	110,298	—	—
Current liabilities				
Trade and other payables (Note 19)	868,122	529,324	60,703	52,165
Borrowings (Note 21)	467,134	545,285	—	—
Obligations under finance leases (Note 18)	29,041	31,403	—	—
Taxation (Note 9)	321,956	214,743	—	—
Total current liabilities	1,686,253	1,320,755	60,703	52,165
Total equity and liabilities	7,029,618	5,082,370	1,684,098	1,682,889

Kemp Chatteris Deloitte
Twalab Butonkee
Partner
Mauritius, 16th March, 2010

Aproved by the Board
and signed on his behalf by :
UDAY KUMAR GUJADHUR
KAPILDEO JOORY
Mauritius, 16th March, 2010

— Director
— Director

Statements of Comprehensive Income for the period from
1st January 2009 to 30th September, 2009

	Group		Company	
	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD
Net gains arising from dealing in foreign currencies	2,755,183	3,049,925	—	—
Other operating income (Note 5)	382,300	508,061	—	—
Administrative expenses	(1,362,835)	(2,024,258)	(9,058)	(22,396)
Net finance (cost)/income (Note 6)	(49,814)	(39,708)	9	844
Profit/(loss) before taxation	1,724,834	1,494,020	(9,049)	(21,552)
Taxation (Note 9)	(368,860)	(257,373)	—	—
Comprehensive income/(loss) for the period/year attributable to equity holders of the parent (Note 7)	1,355,974	1,236,647	(9,049)	(21,552)

Kemp Chatteris Deloitte
Twalab Butonkee
Partner
Mauritius, 16th March, 2010

Aproved by the Board
and signed on his behalf by :
UDAY KUMAR GUJADHUR
KAPILDEO JOORY
Mauritius, 16th March, 2010

— Director
— Director

Statements of Changes in Equity for the period from
1st January 2009 to 30th September, 2009

Group	Stated capital USD	Retained earnings USD	Currency translation reserves USD	Total USD
At 01 January 2008	1,655,500	1,032,033	237,852	2,925,385
Movement during the year	—	—	(510,715)	(510,715)
Comprehensive income for the year	—	1,236,647	—	1,236,647
Total recognised income/(expenses)	—	1,236,647	(510,715)	725,932
At 31 December 2008	1,655,500	2,268,680	(272,863)	3,651,317
Movement during the period	—	—	230,286	230,286
Comprehensive Income for the period	—	1,355,974	—	1,355,974
At 30 September 2009	1,655,500	3,624,654	(42,577)	5,237,577

Company	Stated capital USD	Accumulated losses USD	Currency translation reserves USD	Total USD
At 01 January 2008	1,655,500	(39,311)	36,087	1,652,276
Movement during the year	—	—	—	—
Comprehensive loss for the year	—	(21,552)	—	(21,552)
Total recognised (expense)/income	—	(21,552)	—	(21,552)
At 31 December 2008	1,655,500	(60,863)	36,087	1,630,724
Movement during the year	—	—	1,720	1,720
Comprehensive loss for the period	—	(9,049)	—	(9,049)
At 30 September 2009	1,655,500	(69,912)	37,807	1,623,395

Statement of Cash Flow for the Period from
1st January, 2009 to 30th September, 2009

	Group		Company	
	Period from 01.01.2009 to 30.09.2009 USD	Year ended 31.12.2008 USD	Period from 01.01.2009 to 30.09.2009 USD	Year ended 31.12.2008 USD
CASH FLOWS FROM OPERATING ACTIVITIES				
PROFIT/(LOSS) BEFORE TAXATION	1,724,834	1,494,020	(9,049)	(21,552)
Adjustments for:				
Depreciation of plant and equipment	71,034	84,960	—	—
Amortisation of intangible assets	22,194	—	—	—
Interest expense	61,557	64,375	—	—
Retirement benefit obligations	11,192	9,498	—	—
Interest income	(11,743)	(24,667)	(9)	(844)
Effect of exchange differences	204,296	(507,367)	1,720	—
Operating profit/(loss) before working capital changes	2,084,084	1,120,819	(7,338)	(22,396)
(Increase)/decrease in trade and other receivables	22,482	82,622	(1,209)	(500,726)
(Decrease)/increase in trade and other payables	338,798	(434,694)	8,538	11,841
CASH USED IN OPERATIONS	2,445,364	768,747	(9)	(511,281)
Interest received	11,743	24,667	9	844
Interest paid	(61,557)	(64,375)	—	—
Tax paid	(263,405)	(165,971)	—	—
NET CASH GENERATED FROM/(USED IN) OPERATING ACTIVITIES	2,132,145	563,068	—	(510,437)
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of treasury bills	(735,454)	—	—	—
Purchase of plant and equipment	(169,007)	(122,177)	—	—
Purchase of intangibles	(159,426)	—	—	—
NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES	(1,063,887)	(122,177)	—	—
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of finance lease obligations	(20,559)	(26,082)	—	—
Short term loan received	—	5,291,864	—	—
Repayment of short-term loan	(5,344)	(4,819,386)	—	—
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	(25,903)	446,396	—	—
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	1,042,355	887,287	—	(510,437)
CASH AND CASH EQUIVALENTS AT 01 JANUARY	3,812,001	2,924,714	2,371	512,808
CASH AND CASH EQUIVALENTS AT 30 SEPTEMBER/31 DECEMBER	4,854,356	3,812,001	2,371	2,371

Kemp Chatteris Deloitte
Twalab Butonkee
Partner
Mauritius, 16th March, 2010

Approved by the Board
and signed on his behalf by :
UDAY KUMAR GUJADHUR
KAPILDEO JOORY

— Director
— Director

Mauritius, 16th March, 2010

Notes to the Financial Statements
for the period from 1 January, 2009 to 30 September, 2009

1. INCORPORATION AND ACTIVITIES

Thomas Cook (Mauritius) Holding Company Limited, the "Company", was incorporated in Mauritius as a private company with limited liability. The Company's registered office and principal place of business are situated at Multiconsult Limited, Rogers House, 5, President John Kennedy Street, Port Louis, Mauritius. The principal activity of the Company is to hold investments. The Company is licensed as a Category 1 Global Business under the Financial Services Act 2007.

The Company holds 100% of the issued share capital in the following subsidiaries:

- Thomas Cook (Mauritius) Operations Co. Ltd, a subsidiary, incorporated in Mauritius, and whose principal activity is to act as a foreign exchange dealer. The subsidiary was operational during the period ended 30 September 2009;
- Thomas Cook (Mauritius) Travel Ltd, a subsidiary, incorporated in Mauritius, and whose principal activity is to act as a General Sales Agent. The subsidiary was operational during the period ended 30 September 2009; and
- Thomas Cook (Mauritius) Holidays Ltd, a subsidiary, incorporated in Mauritius, and whose principal activity is to operate as a tour operator and travel agency. The subsidiary was operational during the period ended 30 September 2009.

In a written resolution dated 11th March 2010, it was resolved to change the group's and the company's financial period ended from 31 December to 30 September so that the next financial period end of the group and the company would be 30 September 2009.

2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

In the current period, the company has adopted all of the new and revised Standards and Interpretations issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC") of the IASB that are relevant to its operations and effective for accounting periods beginning on 1 January 2009.

2.1 Standards and Interpretations affecting amounts reported in the current period and prior periods

The following new and revised Standards and Interpretations have been adopted in the current period and have affected the amounts reported in these financial statements. Details of other Standards and Interpretations adopted in these financial statements but that have had no impact on the amounts reported are set out in section 2.2.

Standards affecting presentation and disclosure

IAS 1 (as revised in 2007) Presentation of Financial Statements	IAS 1(2007) has introduced terminology changes (including revised titles for the financial statements) and changes in the format and content of the financial statements.
Improving Disclosures about Financial Instruments (Amendments to IFRS 7 Financial Instruments: Disclosures)	The amendments to IFRS 7 expand the disclosures required in respect of fair value measurements and liquidity risk.
Amendments to IAS 7 Statement of Cash Flows (adopted in advance of effective date of 1 January 2010)	The amendments (part of Improvements to IFRSs (2009)) specify that only expenditures that result in a recognised asset in the statement of financial position can be classified as investing activities in the statement of cash flows.

Standards and Interpretations affecting the reported results or financial position

The Standards and Interpretations have not affected the reported results or financial position.

2.2 Standards and Interpretations adopted with no effect on financial statements

The following relevant new and revised Standards and Interpretations have also been adopted in these financial statements. Their adoption has not had any significant impact on the amounts reported in these financial statements but may impact the accounting for future transactions or arrangements.

IAS 1	Presentation of Financial Statements – Amendments relating to disclosure of puttable instruments and obligations arising on liquidation
IAS 1	Presentation of Financial Statements – Amendments resulting from May 2008 Annual Improvements to IFRSs
IAS 16	Property, Plant and Equipment – Amendments resulting from May 2008 Annual Improvements to IFRSs
IAS 23	Borrowing costs – Comprehensive revision to prohibit immediate expensing
IAS 23	Borrowing costs – Amendments resulting from May 2008 Annual Improvements to IFRSs
IAS 27	Consolidated and Separate Financial Statements – Amendment relating to cost of an investment on first time adoption
IAS 27	Consolidated and Separate Financial Statements – Amendments resulting from May 2008 Annual Improvements to IFRSs

Notes to the Financial Statements for the period from 1 January, 2009 to 30 September, 2009

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- IAS 32 Financial Instruments: Presentation – Amendments relating to puttable instruments and obligations arising on liquidation
- IAS 36 Impairment of Assets – Amendments resulting from May 2008 Annual Improvements to IFRSs
- IAS 38 Intangible Assets – amendments resulting from May 2008 Annual Improvements to IFRSs
- IAS 39 Financial Instruments: Recognition and Measurement – Amendments resulting from May 2008 Annual Improvements to IFRSs
- IAS 41 Agriculture – Amendments resulting from May 2008 Annual Improvements to IFRSs

2.3 Standards and Interpretations in issue not yet adopted

At the date of authorisation of these financial statements, the following Standards and Interpretations were in issue but effective on annual periods beginning on or after the respective dates as indicated:

- IAS 1 Presentation of Financial Statements – Amendments resulting from April 2009 Annual Improvements to IFRSs (effective 1 January 2010)
- IAS 7 Statement of Cash Flows – Amendments resulting from April 2009 Annual Improvements to IFRSs (effective 1 January 2010)
- IAS 17 Leases – Amendments resulting from April 2009 Annual Improvements to IFRSs (effective 1 January 2010)
- IAS 24 Related Party Disclosures – Revised definition of related parties (effective 1 January 2011)
- IAS 27 Consolidated and Separate Financial Statements – Consequential amendments arising from amendments to IFRS 3 (effective 1 July 2009)
- IAS 28 Investments in Associates – Consequential amendments arising from amendments to IFRS 3 (effective 1 July 2009)
- IAS 31 Interests in Joint Ventures – Consequential amendments arising from amendments to IFRS 3 (effective 1 July 2009)
- IAS 32 Financial Instruments: Presentation – Amendments relating to classification of rights issues (effective 1 February 2010)
- IAS 36 Impairment of Assets – Amendments resulting from April 2009 Annual Improvements to IFRSs (effective 1 January 2010)
- IAS 38 Intangible Assets – Amendments resulting from April 2009 Annual Improvements to IFRSs (effective 1 January 2010)
- IAS 39 Financial Instruments: Recognition and Measurement – Amendments for eligible hedges items (effective 1 July 2009)
- IAS 39 Financial Instruments: Recognition and Measurement – Amendments resulting from April 2009 Annual Improvements to IFRSs (effective 1 January 2010)
- IAS 39 Financial Instruments: Recognition and Measurement – Amendments for embedded derivatives when reclassifying financial instruments (effective 1 July 2009)
- IFRS 1 First-time Adoption of International Financial Reporting Standards – Amendment relating to oil and gas assets and determining whether an arrangement contains a lease (effective 1 January 2010)
- IFRS 2 Share-based Payment – Amendments resulting from April 2009 Annual Improvements to IFRSs (effective 1 July 2009)
- IFRS 2 Share-based Payment – Amendments relating to group settled share-based payment transactions (effective 1 January 2010)
- IFRS 3 Business Combinations – Comprehensive revision on applying the acquisition method (effective 1 July 2009)
- IFRS 5 Non-current Assets Held for Sale and Discontinued Operations – Amendments resulting from May 2008 Annual Improvements to IFRSs (effective 1 July 2009)
- IFRS 5 Non-current Assets Held for Sale and Discontinued Operations – Amendments resulting from April 2009 Annual Improvements to IFRSs (effective 1 January 2010)
- IFRS 8 Operating Segments – Amendments resulting from April 2009 Annual Improvements to IFRSs (effective 1 January 2010)
- IFRS 9 Financial Instruments – Classification and measurement (effective 1 January 2013)
- IFRIC 14 IAS 19 – The limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction (November 2009 amendment with respect to voluntary prepaid contributions effective 1 January 2011)
- IFRIC 17 Distributions of Non-Cash Assets to Owners (effective 1 July 2009)
- IFRIC 18 Transfers of Assets from Customers (effective 1 July 2009)
- IFRIC 19 Extinguishing financial liabilities with Equity Instruments (effective 1 July 2010)

The directors anticipate that the adoption of these Standards and Interpretations on the above effective dates in future periods will have no material impact on the financial statements of the company.

3. ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The consolidated financial statements have been prepared under the historical cost convention and in accordance with International Financial Reporting Standards ("IFRS").

Subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiaries.

Basis of consolidation

The consolidated financial statements include the results of the Company and of its subsidiaries. The results of subsidiaries acquired or disposed of during the period are included in the consolidated statements of comprehensive income from the date of their acquisition or up to the date of their disposal. Inter-Group transactions are eliminated on consolidation.

Minority interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Minority interests consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiaries.

Business combinations

Subsidiaries, which are those entities in which the Group has an interest of more than one half of the voting rights or otherwise has power to govern the financial and operating policies are consolidated.

Subsidiaries are consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date that control ceases.

The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair values at the acquisition date.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in the statements of comprehensive income.

Investments in subsidiaries

In the Company's financial statements, investments in subsidiaries are stated at cost. The carrying amount is reduced if there is any indication of impairment in value.

Foreign currency translations

The Company's functional currency is Mauritian Rupee (MUR) and its presentation currency is United States Dollar (USD). Transactions denominated in foreign currencies are recorded in MUR at the rates of exchange ruling at the dates of the transactions. Exchange gains and losses are dealt with through the statements of comprehensive income. Monetary assets and liabilities at the balance sheet date, denominated in the functional currencies are translated into USD at the rates of exchange ruling at that date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are classified as equity and recognised as translation reserve.

The individual financial statements of each entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in US Dollar, which is the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities denominated in foreign currencies are retranslated into the entity's functional currency at the rates of exchange prevailing on the end of the reporting period.

Exchange differences arising on the settlement and the retranslation of monetary items are recognised in the statements of comprehensive income.

For the purpose of presenting consolidated financial statements, the assets and liabilities of foreign operations are expressed in US Dollar using exchange rates prevailing on the reporting period date. Their results for the period are translated into US Dollar at average exchange rates for the period. The exchange differences arising from translation of the

Notes to the Financial Statements for the period from 1 January, 2009 to 30 September, 2009

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foreign operations are taken to the group's translation reserve. Such translation differences are recognised in the statements of comprehensive income in the period in which the foreign operation is disposed of.

Plant and equipment

Plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the item.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the statements of comprehensive income during the financial period in which they are incurred.

Depreciation is calculated on the straight line method to allocate their cost to their residual value over their estimated useful lives. The annual depreciation rates used are as follows:

Office equipment	4.75%
Computer equipment	25.00%
Furniture and fittings	6.33%
Motor vehicles	15.00%

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

Plant and equipment are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in the statements of comprehensive income for the amount by which the carrying amount of the asset exceeds its recoverable amount which is the higher of an asset's net selling price and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

Gains and losses on disposals are determined by comparing proceeds with the carrying amounts and are included in the statements of comprehensive income.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the period. Taxable profit differs from profit as reported in the statements of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's and Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group and the Company expect, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group and the Company intend to settle its current tax assets and liabilities on a net basis.

Cash and cash equivalents

Cash comprises cash at bank and in hand and demand deposits net of bank overdrafts. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash which are subject to an insignificant risk of change in value.

Stated Capital

Ordinary shares are classified as equity. Dividends on ordinary shares are recognised as liability in the financial statements in the period in which the dividends are approved by the Group's and the Company's shareholders.

Retirement benefit obligations

Under the Employment Rights Act 2008

The present value of retirement benefits under the Employment Rights Act 2008 is recognised in the balance sheet as a non-current liability. The rate used to discount the retirement benefit is assumed to be the same as that which reflects future salary increases.

Under state plan

Contributions to the National Pension Scheme are expensed to the statements of comprehensive income in the year in which it falls due.

Related parties

For the purposes of these financial statements, parties are considered to be related to the Group if they have the ability, directly or indirectly, to control the Company or exercise significant influence over the Company, are subject to common control. Related parties may be individual or other entities.

Leases

The Group as lessee

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to statements of comprehensive incomes, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

Revenue recognition

Revenues earned by the Group are recognised on the following bases:

Dealing in foreign exchange are recognised on customer acceptance. Gains and losses arising on dealings in foreign currencies are recognised on a net basis.

Fees and commissions on air tickets sold are recognised when the service has been provided. Commissions earned as general sales agent of airline operators are recognised on the basis of revenue derived by the airline operator from all ticket sales in Mauritius.

Fees and commissions are recognised on an accrual basis when the service has been provided.

Interest income is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable.

Provisions

A provision is recognised when and only when there is a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provision are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Impairment of assets

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any, and the carrying amount of the asset is reduced to its recoverable amount.

Financial instruments

Financial assets and liabilities are recognised on the balance sheet when the Group and the Company has become party to the contractual provisions of the financial instruments.

Financial instruments are initially measured at cost, which includes transaction costs. Subsequent to initial recognition these instruments are measured as set out below:-

(i) Accounts receivables

Accounts receivables originated by the Group are stated at cost less provision for doubtful debts. An estimate of doubtful debts is made based on a review of all outstanding amounts at balance sheet date. Bad debts are written off during the period in which they are identified.

(ii) Cash and cash equivalents

Cash and cash equivalents are measured at fair values, based on the relevant exchange rates at balance sheet date.

(iii) Accounts payables

Accounts payables are stated at amortised cost.

(iv) Borrowings

Interest bearing loans and overdrafts are measured at amortised cost, using the effective interest rate method.

(v) Comparative figures

Where necessary, comparative figures have been restated or reclassified to conform to the current year's presentation.

Notes to the Financial Statements for the period from 1 January, 2009 to 30 September, 2009

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4. ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in accordance with IFRS requires the directors and management to exercise judgement in the process of applying the accounting policies. It also requires the use of accounting estimates and assumptions that may affect the reported amounts and disclosures in the financial statements. Judgements and estimates are continuously evaluated and are based on historical experience and other factors, including expectations and assumptions concerning future events that are believed to be reasonable under the circumstances. The actual results could, by definition therefore, often differ from the related accounting estimates.

Where applicable, the notes to the financial statements set out areas where management has applied a higher degree of judgement that have a significant effect on the amounts recognised in the financial statements, or estimations and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Software Costs

Expenditure incurred on the development of new computer software programmes is recognised as asset and is amortised at 25% p.a on a straight line basis over their estimated useful life.

Cost associated with maintaining computer software programmes are recognised as an expenses as incurred.

5. OTHER OPERATING INCOME

	Group		Company	
	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD
Income on telegraphic transfers	11,383	23,305.00	—	—
Income on currency swaps and crossing	—	57,653.00	—	—
Income from Export of Foreign Currencies	1,604	—	—	—
Commission received on MoneyGram	121,587	152,741.00	—	—
Commission received on travellers cheques	—	9,045.00	—	—
Net gain on revaluation of bank balances	—	1,068.00	—	—
Fair value gain on forward contracts	47,482	14,817	—	—
Profit on disposal of non current assets	—	—	—	—
Brokerage fees paid	2,958	(1,503)	—	—
Handling and other fees	167,111	127,863	—	—
Transport revenue	4,673	107,830	—	—
Commission received	25,502	15,242	—	—
	382,300	508,061	—	—

6. NET FINANCE (COST)/INCOME

	Group		Company	
	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD
Bank and other interest income	11,743	24,667	9	844
Finance lease charges	(31,920)	(14,558)	—	—
Interest on short term loan	(27,578)	(49,817)	—	—
Interest on bank overdraft	(2,059)	—	—	—
	(49,814)	(39,708)	9	844

7. PROFIT/(LOSS) FOR THE PERIOD/YEAR

	Group		Company	
	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD
Profit/(loss) for the period/year is arrived at after charging:				
Impairment loss recognised on receivables	—	8,327	—	—
Depreciation on plant and equipment	84,831	84,960	—	—
Amortisation of intangible assets	22,194	—	—	—
Operating lease rentals	172,213	157,719	—	—
Staff costs (Note 8)	544,666	926,527	—	—

8. STAFF COSTS

	Group		Company	
	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD
Salaries and allowances	521,111	902,039	—	—
Social security costs	23,555	24,488	—	—
	544,666	926,527	—	—

9. TAXATION

Company

The Company is subject to income tax in Mauritius on its chargeable income at 15% . It is however entitled to a tax credit equivalent to the higher of the actual foreign tax suffered and 80% of the Mauritius tax on its foreign source income. No provision has been made in the financial statements as the Company has accumulated tax losses of USD 59,786 available for future offset.

Group

Income tax

In respect of the subsidiaries, income tax is calculated at the rate of 15% on the profit for the period/year as adjusted for income tax purposes.

	Group	
	30.09.2009 USD	31.12.2008 USD
Current tax	385,369	214,743
Paid during the period/year	(63,420)	—
	321,949	214,743

Current tax expenses

	Group	
	30.09.2009 USD	31.12.2008 USD
Current tax	385,369	214,743
Over provision in income tax in previous period/year	(3,444)	4,186
Exchange difference	(7,042)	25,774
Under provision in income tax	—	—
Deferred tax movement	4,131	12,670
	379,014	259,381

Group

The tax of the Group's profit before taxation differs from the theoretical amount that would arise using the basic tax rate of the Group as follows:

	30.09.2009 USD	31.12.2008 USD
Profit before tax	1,724,834	1,494,020
Tax at 15%	258,725	224,103
Tax effect of:		
- Exempt income	(7,122)	(2,223)
- Expenses non-deductible for tax purposes	29,580	24,972
- Paid during the period/year	—	—
- Deferred tax not recognised	100,600	4,492
- Tax rate differential	—	—
- Over provision in income tax in previous year	(14,758)	4,186
- Underprovision in deferred tax in previous years	—	(1,390)
- Exchange difference	—	—
- Tax loss not utilised	1,835	3,233
	368,860	257,373

Deferred tax

	30.09.2009 USD	31.12.2008 USD
Balance at 01 January	29,925	21,805
Exchange difference	(2,356)	(4,550)
Underprovision in previous period/year	—	(1,390)
Provision for the period/year	4,131	14,060
Balance at 30 September/31 December	31,700	29,925

Deferred tax liabilities/(assets) arise from the following:

	At 01 January 2009 USD	Charge to income statement 2009 USD	At 30 September 2009 USD
30 September 2009			
Deferred tax liabilities			
Accelerated capital allowances	33,469	1,166	34,635
Deferred tax assets			
Tax losses	—	(453)	(453)
Retirement benefit obligations	(3,544)	1,062	(2,482)
Net deferred tax liabilities	29,925	1,775	31,700
31 December 2008			
Deferred tax liabilities			
Accelerated capital allowances	29,016	4,453	33,469
Deferred tax assets			
Tax losses	(4,729)	4,729	—
Retirement benefit obligations	(2,482)	(1,062)	(3,544)
Net deferred tax liabilities	21,805	8,120	29,925

Notes to the Financial Statements for the period from 1 January, 2009 to 30 September, 2009

10. PLANT AND EQUIPMENT

Group	Office equipment USD	Computer equipment USD	Furniture and fittings USD	Motor vehicles USD	Total USD
Costs					
At 01 January 2008	204,868	167,108	177,797	193,117	742,890
Additions	55,819	34,395	34,474	20,915	145,603
Reclassifications	(29,991)	(24,462)	(26,028)	(28,270)	(108,751)
At 31 December 2008	230,696	177,041	186,243	185,762	779,742
Additions	57,381	48,633	62,993	—	169,007
Reclassifications	—	—	—	—	—
Exchange difference	13,683	10,499	11,046	11,017	46,245
At 30 September 2009	301,760	236,173	260,282	196,779	994,994
Depreciation					
At 01 January 2008	28,761	101,555	41,153	51,855	223,324
Charge for the year	10,087	34,039	9,918	30,916	84,960
Reclassifications	—	—	—	—	—
Exchange difference	(5,291)	(18,514)	(7,087)	(10,904)	(41,796)
At 31 December 2008	33,557	117,080	43,984	71,867	266,488
Charge for the year	9,995	28,740	10,496	21,803	71,034
Reclassifications	—	—	—	—	—
Exchange difference	1,989	7,324	2,472	4,597	16,382
At 30 September 2009	45,541	153,144	56,953	98,267	353,904

Net book value

At 30 September 2009	256,219	83,029	203,329	98,512	641,090
At 31 December 2008	197,139	59,961	142,259	113,895	513,254

At 30 September 2009, motor vehicles acquired under finance leases had a net book value of USD 98,512.

Non-cash transactions

Payments made to purchase plant and equipment were as follows:

	Group	
	2009 USD	2009 USD
Additions	169,009	145,603
New finance lease	—	(23,426)
	169,009	122,177

11. INTANGIBLE ASSETS

Group	Intangible Assets USD
Costs	
At 01 January 2009	—
Additions	159,426
At 30 September 2009	159,426
Amortisation	
At 01 January 2009	—
Charge for the year	22,194
Exchange difference	341
At 30 September 2009	22,535
Net book value	
At 30 September 2009	136,892

The directors have reviewed the carrying value of the computer software and are opinion that at 30 September 2009, the carrying value has not suffered any impairment. (Year ended 31 December 2008: Nil).

12. INVESTMENTS IN SUBSIDIARIES

Company	USD
At 01 October 2008 and 30 September 2009	—
Unquoted at costs	1,179,792

Details of investments held in the subsidiaries companies are as follows:

	Country of incorporation	2009 % interest	Activity
Thomas Cook (Mauritius) Operations Co. Ltd	Mauritius	100	Foreign exchange dealer
Thomas Cook (Mauritius) Travel Ltd	Mauritius	100	General Sales Agent
Thomas Cook (Mauritius) Holidays Ltd	Mauritius	100	Tour operator and travel agent

13. TREASURY BILLS

Group	30.09.2009 USD
At 01 January 2009	—
Additions	735,454
At 30 September	735,454

Investment relates to purchase of Government of Mauritius Treasury Bills dated 03 March 2009, with face value of USD 774,107 and yield of 6.90% p.a, which will mature on 13 November 2009.

14. TRADE AND OTHER RECEIVABLES

	Group		Company	
	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD
Trade receivables	327,191	245,691	—	—
Provision for doubtful debts	(850)	(6,491)	—	—
	326,341	239,200	—	—
Amount due by related parties (Note 23)	60,075	152,535	—	—
Rentals and other deposits	97,127	62,611	—	—
Other receivables and prepayments	178,284	229,962	1,935	—
	661,826	684,308	1,935	—

The average credit period on sales of air tickets and holiday packages is 45 days. Of the trade receivables balance at the end of the year, 19% is due from the largest customer. Customer balances, representing more than 5% of the total balance of trade receivables, amounted to USD 197,251. Included in trade receivables balance are debtors with a carrying amount of USD 122,537 which are past due and for which no provision has been made as amounts are still considered recoverable.

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. In determining the recoverability of a trade receivables the company considers any change in the credit quality of the trade receivables from the date credit was initially granted up to the reporting date. Provision for doubtful debts is determined on a case to case basis.

Ageing of past due but not impaired:

	30.09.2009 USD	31.12.2008 USD
45 - 90 days	208,847	55,834
90 - 120 days	64,912	28,045
More than 120 days	52,582	80,623
	326,341	164,502

Movement in the allowance for doubtful debts

	2009 USD	2008 USD
At 01 January	—	134,482
Movement for the period/year	850	8,327
Impairment losses reversed	—	(111,420)
Exchange difference	—	(23,062)
Amount written off	—	(1,836)
At 30 September	850	6,491

Included in the provision for doubtful debts are individually impaired trade receivables with a balance of USD8,327 which have been placed under liquidation and was past due for more than 120 days.

15. LOAN RECEIVABLE

	Group		Company	
	Period from 01.01.2009 to 30.09.2009 USD	Year ended 31.12.2008 USD	Period from 01.01.2009 to 30.09.2009 USD	Year ended 31.12.2008 USD
At 01 January	—	—	528,028	—
Amount received during the period/year	—	—	—	—
Translation difference	—	—	(28,028)	500,000
At 30 September/31 December	—	—	500,000	500,000

The loan of USD 500,000 to related party is unsecured, interest free and repayable on demand.

Notes to the Financial Statements for the period from 1 January, 2009 to 30 September, 2009

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16. STATED CAPITAL

Group and Company	Group and Company	
	2009 USD	2008 USD
1,655,500 Ordinary Shares of USD 1 each	1,655,500	1,655,500

The Company has one class of ordinary share which carries a right to vote but no right to fixed income.

17. RETIREMENT BENEFIT OBLIGATIONS

(a) Under The Employment Rights Act 2008

Amount recognised in the statement of financial position:

	30.09.2009 USD	31.12.2008 USD
At 01 January	23,624	16,549
Movement during the period/year	11,912	9,498
Exchange difference	—	(2,423)
At 30 September	35,536	23,624

Amount recognised in the statement of comprehensive income:

	2009 USD	2008 USD
Total included in staff costs (note 8)	11,912	9,498

(b) State Pension Plan

	2009 USD	2008 USD
National Pension Scheme Contribution expensed	19,255	11,864

18. OBLIGATION UNDER FINANCE LEASES

Group	Minimum lease payments		Present value of minimum lease payments	
	2009 USD	2008 USD	2009 USD	2008 USD
Within one year	35,119	40,822	29,041	31,403
Between two and five years	42,957	68,913	38,552	56,749
	78,076	109,735	67,593	88,152
Less future finance charges	(10,483)	(21,583)	—	—
Present value of minimum lease payments	67,593	88,152	67,593	88,152

Included in the financial statements as:

	30.09.2009 USD	31.12.2008 USD
- Current borrowings	29,041	31,403
- Non-current borrowings	38,552	56,749
	67,593	88,152

Leasing arrangement

Finance leases relate to motor vehicles with lease terms of 5 years. The Company has options to purchase the vehicles for a nominal amount at the conclusion of the lease agreements. The Company's obligations under finance leases are secured by the lessors' title to the leased assets.

Fair value

The fair value of the finance lease liabilities is approximately equal to their carrying amount.

19. TRADE AND OTHER PAYABLES

	Group		Company	
	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD	Period from 01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD
Trade payables	575,044	324,896	—	—
Amount due to related parties (Note 23)	48,852	27,563	45,080	45,080
Accruals and other payables	244,226	177,265	15,623	7,085
	868,122	529,724	60,703	52,165

The average credit period on purchase of air tickets is 60 days. Amount due in respect of telegraphic transfer transactions are settled the following day. The company has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

20. CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the statement of cash flow statement comprise the following statement of financial position amounts:

	Group		Company	
	01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD	01.01.2009 to 30.09.2009 USD	Year Ended 31.12.2008 USD
Cash at bank and in hand	4,854,356	3,884,808	2,371	2,371

21. BORROWINGS

	Group		Company	
	2009 USD	2008 USD	2009 USD	2008 USD
Current				
Short-term loan	—	—	467,134	472,478
Bank overdraft (Note 18)	—	—	—	72,807
	—	—	467,134	545,285

The short-term loan relates to a facility obtained under Money-Market Line from HSBC Ltd. The loan is unsecured, carries interest at 8.05% p.a and has no fixed term of repayments.

22. HOLDING COMPANY

The ultimate parent Company was formerly Dubai Financial (L.L.C), a subsidiary of Dubai Investment Group (L.L.C). On 07 March 2008, Thomas Cook Group Plc (UK) acquired the shares of Dubai Investment Group (L.L.C) and as a result, Thomas Cook Group Plc (UK) became the ultimate holding company. The Company's immediate holding company is Thomas Cook (India) Limited, a company incorporated in India.

23. RELATED PARTY TRANSACTIONS

The Group is making the following disclosures in accordance with IAS 24 (Related Party Disclosures):

Group

Amount due by related parties:

(i) Thomas Cook (India) Limited	2009 USD	2008 USD
At beginning of year	20,219	199,707
Receipts during the year	—	(20,482)
Receipts on behalf of the Company	39,856	—
Expenses paid by the company	—	—
Exchange difference	—	(26,690)
At end of year	60,075	152,535

Amount due to related parties:

(i) Thomas Cook (India) Limited	2009 USD	2008 USD
At beginning of year	24,844	239,750
Expenses paid on behalf of the Company	—	12,138
Receipts on behalf of the Company	24,008	(193,338)
Purchase of currencies by the Company	—	—
Exchange difference	—	(30,987)
At end of year	48,852	27,561

The amount due to related parties are unsecured, interest free and repayable on demand.

Purchase of foreign currencies

Thomas Cook (India) Limited USD	2009 USD	2008 USD
	6,558,873	6,558,873

Company

Amount due by related parties:

(i) Thomas Cook (Mauritius) Operations Company Limited	2009 USD	2008 USD
At beginning of year	528,028	—
Translation difference	(28,028)	—
At end of year	500,000	—

The amount due by related parties are unsecured, interest free and repayable on demand.

Compensation paid to key management personnel

The remuneration of Directors and other members of key management during the year were as follows:

Group	2009 USD	2008 USD
Short term benefits	42,476	42,476

Notes to the Financial Statements for the period from 1 January, 2009 to 30 September, 2009

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24. COMMITMENTS

Capital Commitments

The Group has capital commitments amounting to USD 15,000 relating to additional investment in Thomas Cook (Mauritius) Holidays Ltd.

Operating lease commitments

The Group does not own any property and has entered into operating leases for office space and sales outlets for a period between 2 and 5 years. The rentals are subject to an annual increase, generally not exceeding 5%. The future aggregate minimum lease payments under non - cancellable operating lease arrangements are as follows:

	30.09.2009 USD	31.12.2008 USD
Not later than 1 year	251,668	124,619
Later than 1 year and not later than 5 years	417,684	250,557
More than 5 years	46,628	—
	<u>715,980</u>	<u>375,176</u>

25. FINANCIAL INSTRUMENTS

In its ordinary operations, the Group and the Company are exposed to various risks such as capital risk, foreign currency risks, interest rate risks, credit risks and liquidity risks.

Capital risk management

The Group and the Company manage its capital to ensure that the Group and the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's and the Company's overall strategy remains unchanged from 2007.

The capital structure of the Group and the Company consists of debt, which includes the borrowings disclosed in note 18 and 21, cash and cash equivalents and equity comprising issued capital, and retained earnings.

Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets and financial liability and equity instruments are disclosed in note 3 to the financial statements.

Fair values

Except where stated elsewhere, the carrying amounts of the Group's and the Company's financial assets and financial liabilities approximate their fair values due to the short-term nature of the balances involved.

Categories of financial instruments

	Group		Company	
	2009 USD	2008 USD	2009 USD	2008 USD
Financial assets				
Treasury Bills	735,454	—	—	—
Loan receivable	—	—	500,000	500,000
Trade and other receivables	627,405	561,896	—	—
Cash in hand and at bank	4,854,356	3,884,808	2,371	2,371
	<u>6,217,215</u>	<u>4,446,704</u>	<u>502,371</u>	<u>502,371</u>
Financial liabilities				
Trade and other payables	868,122	529,324	60,703	52,165
Borrowings	467,134	545,285	—	—
Obligation under finance leases	67,593	88,152	—	—
	<u>1,402,849</u>	<u>1,162,761</u>	<u>60,703</u>	<u>52,165</u>

Currency risk

The Group and the Company are exposed to the risk that the exchange rate of the United States Dollar relative to the currencies listed below may change in a manner which has a material effect on the reported values of its assets and liabilities.

Currency profile

The currency profile of the Group's and the Company's financial assets and the financial liabilities is summarised as follows:

Group	Financial assets		Financial liabilities	
Currency	2009 USD	2008 USD	2009 USD	2008 USD
Mauritius rupee	4,373,948	1,970,244	1,138,022	985,608
United States dollar	802,200	1,151,398	21,758	153,700
Pound sterling	49,550	103,416	—	—
Euro	866,356	903,215	—	—
Others	125,161	318,431	243,069	23,453
	<u>6,217,215</u>	<u>4,446,704</u>	<u>1,402,849</u>	<u>1,162,761</u>

Currency profile (Continued)

Company	Financial assets		Financial liabilities	
	2009 USD	2008 USD	2009 USD	2008 USD
Currency				
United States dollar	<u>502,371</u>	<u>502,371</u>	<u>60,703</u>	<u>52,165</u>

Foreign currency sensitivity analysis

The Group is mainly exposed to Euro, Great Britain Pounds and United States Dollar.

The following table details the Group's sensitivity to a 10% increase and decrease in the Mauritian Rupee against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items below and adjusts their translation at the period end for a 10 % change in foreign currency rates. A negative number below indicates a decrease in profit where the Mauritian Rupee strengthens 10 % against the relevant currency. For a 10% weakening of the Mauritian Rupee against the relevant currency, there would be an equal and opposite impact on the profit, and the balances below would be positive.

Impact of 10% increase of the Mauritian Rupee against the relevant currencies:

	2009 USD	2008 USD
Euro:		
Profit	<u>(86,636)</u>	<u>(90,322)</u>
Pound Sterling		
Profit	<u>(4,955)</u>	<u>(10,342)</u>
United States Dollar:		
Profit	<u>(78,044)</u>	<u>99,770</u>

The above is mainly attributable to the Group exposure outstanding on receivables and exposure on cash and cash equivalents.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

Forward foreign exchange contracts

The Group enters into forward foreign exchange contracts to manage the risk associated with anticipated sales and purchases transactions.

No forward foreign currency contract was outstanding as at 30 September 2009.

Compliance risk

Compliance risk arises from a failure or inability to comply with the laws, regulations or codes applicable to the industry. Non-compliance can lead to fines, public reprimands, enforced suspension of operations or, in extreme cases, withdrawal of authorisation to operate.

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. The Group and the Company has adopted a policy of only dealing with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults.

The Group's and the Company's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables, estimated by management based on prior experience and represents the company's maximum exposure to credit risk.

The Group has no significant credit risk.

Interest rate risk

The group and the company are exposed to interest rate risk as they borrow funds at both fixed and floating interest rates. The risk is managed by the group and the company by maintaining an appropriate mix between fixed and floating rate borrowings.

The interest rate profile of the financial assets and financial liabilities at 31 December was:

Financial assets	Balance with bank - floating interest rate 2009
Mauritian rupee	6% p.a.
Financial liabilities	Finance leases - floating interest rate 2009
Mauritian rupee	Prime Lending Rate +(1.25%) p.a.

Interest rate sensitivity analyses below have been determined based on the exposure to interest rates for the non-derivative instruments at the balance sheet date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the balance sheet date was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. Profit for the year ended 30 September 2009 would increase/decrease in relation to the Group's exposure to interest rates on its variable rate borrowings.

Notes to the Financial Statements for the period from 1 January, 2009 to 30 September, 2009

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Liquidity risk management

The Group and the Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The maturity profile of the financial instruments is summarized as follows:

Group

2009	Less than 1 months USD	1-3 Months USD	3 months to 1 year USD	1-5 years USD	Total USD
Financial assets					
Trade and other receivables	264,075	152,658	127,227	83,445	627,405
Treasury Bills	—	735,454	—	—	735,454
Cash and cash equivalents	4,854,356	—	—	—	4,854,356
	<u>5,118,431</u>	<u>888,113</u>	<u>127,227</u>	<u>83,445</u>	<u>6,217,215</u>
Financial liabilities					
Trade and other payables	417,863	342,829	195,345	(87,915)	868,122
Borrowings	467,134	—	—	—	467,134
Bank overdraft	—	—	—	—	—
Obligation under finance leases	2,723	7,122	27,292	30,456	67,593
	<u>887,720</u>	<u>349,951</u>	<u>222,637</u>	<u>(57,459)</u>	<u>1,402,849</u>

2008	Less than 1 months USD	1-3 Months USD	3 months to 1 year USD	1-5 years USD	Total USD
Financial assets					
Trade and other receivables	—	—	—	—	—
Cash and cash equivalents	—	—	—	—	—
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Financial liabilities					
Trade and other payables	209,106	320,218	—	—	529,324
Borrowing	545,285	—	—	—	545,285
Obligation under finance leases	2,617	5,234	23,552	56,749	88,152
	<u>757,008</u>	<u>325,452</u>	<u>23,552</u>	<u>56,749</u>	<u>1,162,761</u>

Information Regarding Subsidiary Companies Pursuant to Section 212 of the Companies Act, 1956

Name of the Subsidiary company	Financial year ending of the subsidiary	Number of equity shares held	Extent of holding	Net aggregate amount of the subsidiary company's profit/(loss) not dealt with in the Company's account		Net aggregate amount of the subsidiary company's profit/(loss) dealt with in the Company's account	
				For the Subsidiary Company's financial period ended 30th September, 2009/ 31st December, 2009	For the Subsidiary Company's previous financial years	For the Subsidiary Company's financial period ended 30th September, 2009/ 31st December, 2009	For the Subsidiary Company's previous financial years
Travel Corporation (India) Limited	31.12.2009	1,576,698	100%	INR (37,295,527)	INR 7,863,821	—	—
Thomas Cook Tours Limited	31.12.2009	50,000	100%	INR 1,999	INR (64,955)	—	—
Thomas Cook Insurance Service (India) Limited	31.12.2009	50,000	100%	INR (401,816)	INR 1,888,622	—	—
Indian Horizon Travel and Tours Limited	31.12.2009	50,000	100%	INR 1,999	INR (65,120)	—	—
Thomas Cook (Mauritius) Holding Company Limited	30.09.2009	1,655,500	100%	USD (9,049)	USD (21,552)	—	—
Thomas Cook (Mauritius) Operations Company Limited*	30.09.2009	1,000,000	100%	MUR 41,088,094	MUR 37,800,530	—	—
Thomas Cook (Mauritius) Travel Limited*	30.09.2009	13,100	100%	MUR (97,008)	MUR (857,137)	—	—
Thomas Cook (Mauritius) Holidays Limited*	30.09.2009	13,100	100%	MUR 1,395,320	MUR (1,279,250)	—	—
Thomas Cook Lanka Holdings (Private) Limited@	31.12.2009	—	—	—	—	—	—
Airlines Service Lanka (Private) Limited @	31.12.2009	—	—	—	—	—	—

* All the shares are held by Thomas Cook (Mauritius) Holding Company Limited

@ Companies have applied to Registrar General of companies, Srilanka to strike off their names from Register

For and on behalf of the Board

MADHAVAN MENON — Managing Director
 VINAYAK K. PUROHIT — Executive Director – Finance
 RAKSHIT DESAI — Executive Director – Travel Services
 R. R. KENKARE — President & Head – Legal & Company Secretary

Mumbai, 17th March, 2010

Consolidated Five Financial Years' Performance

(Rupees in Million)

	2009	2008	2007	2006 (14 Months)	2005
Total Income	2737.5	3259.0	3042.3	2273.8	1413.9
Total Expenditure	2332.7	2627.9	2386.3	1688.9	972.4
Profit Before Taxation	404.9	631.1	656.0	584.9	441.5
Profit After Taxation (After Tax & Adjustments for prior years, if any)	250.1	373.3	519.1	359.5	284.8
Dividend Paid / Payable	79.3	79.3	80.4	80.4	54.7
Dividend Tax	13.6	15.8	21.0	13.7	7.7
Dividend (%)	37.5	37.5	50.0	50.0	37.5
Earning per Share - Basic (Rs. Per Equity Share of Re. 1 each)	1.19	2.42	2.91	2.47	1.95
Fixed Assets	2191.6	2156.5	2172.7	2139.3	555.7
Investments	356.1	2.2	7.0	125.3	141.4
Net Current Assets#	2172.6	2685.7	2631.8	1850.0	973.5
Miscellaneous Expenditure	0.0	0.0	0.1	0.1	0.1
Minority Interest	0.0	0.0	0.0	11.5	0.0
Total Application of Funds	4720.3	4844.4	4811.7	4103.3	1670.7
Share Capital	217.4 \$	1216.7 \$	1199.5 \$	1199.5 @	145.8
Reserves	2802.5	1023.2	755.0	379.4	1522.7
Shareholders' Funds	3019.9	2239.9	1954.5	1578.9	1668.5
Loan Funds	1700.4	2604.5	2857.2	2524.4	2.2
Total Source of Funds	4720.3	4844.4	4811.7	4103.3	1670.7

Net of Deferred Tax Liability.

@ Includes Share Capital Suspense amount of Rs. 1,053.7 (Million)

\$ Including Preference Shares amounting to Rs.5.9 Million in year 2009, Rs. 1055.9 Million in year 2008, Rs. 1,038.7 Million in year 2007.

THOMAS COOK (INDIA) LIMITED - OFFICES

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MUMBAI**Head Office**

Thomas Cook (India) Limited.
 Thomas Cook Building,
 324, Dr. D.N. Road
 Fort, Mumbai 400 001
 Tel: 022- 61603333
 Fax: 22871069 & 66091454
www.thomascook.in
 E-mail : Holidays@thomascook.in
 Call Centre: 022 - 67686970
 (8 a.m to 8 p.m. 365 days a year)
 Tollfree (within India) : **1800 2099100**
 (US & CANADA CALLERS ONLY) 1866 9778687
 SMS "holidays" to 56767100

Bandra

Thomas Cook (India) Limited
 269 B, Jubilee Court,
 Shop No. 2,
 Linking Road,
 Bandra – 400 050.
 Tel: 022- 26451004 / 5, 26402940 / 1
 Fax : 26451001 / 26400921

Chembur

Thomas Cook (India) Limited
 Corporate Park, Unit No. 8,
 Sion – Trombay Road,
 Chembur, Mumbai – 400 071
 Tel: 022- 6609 3200 upto 205

Colaba

Thomas Cook (India) Ltd.
 Shop No 22-B, Cusrow Baug,
 Gr.Flr Colaba Causeway,
 Colaba, Mumbai – 400 001
 Tel: 66092605
 Fax: 66092606

Goregaon-Oberoi Mall

Thomas Cook (India) Limited
 Oberoi Mall Pvt Ltd,
 14B, Oberoi Garden City, Gr. Flr.,
 Off- Western Express Highway,
 Goregaon – E, Mumbai- 400 063.
 Tel: 022- 65991450

Lower Parel – Kiosk

Thomas Cook (India) Limited
 Grand Galleria Area,
 The Phoenix Mills Ltd,
 462, Senapati Bapat Marg,
 Lower Parel,
 Mumbai – 400 013.
 Tel: 022- 64552035

Marol – (TCS – Extns. Counter)

Thomas Cook (India) Limited
 Tata Consultancy Services Ltd
 4th Floor, Road No. 4
 Marol, MIDC, Andheri (East),
 Mumbai – 400 093.
 Tel: 022- 66471146 / 55

Malad- (Inorbit Mall)

Thomas Cook (India) Limited
 Inorbit Mall, Mindspace,
 New Link Road, Malad,
 Mumbai – 400 069
 Tel: 022- 65991440

Nerul

Thomas Cook (India) Limited
 Shop No. 4, 5, 6, & 7
 Nerul Commercial Centre Premises Co. Op. Soc.
 Plot No – 21, Sector – 21
 Nerul – East, Navi Mumbai – 400 706
 27729441 Upto 3, 27729445 Upto 7
 Fax: 27725944

Powai

Thomas Cook (India) Limited
 AG-2, "Delphi"
 Orchard Avenue Hiranandani,
 Business Park Hiranandani,
 Powai, Mumbai – 400 076
 Tel: 022- 66093422
 Fax: 66093433

Andheri East

Thomas Cook (India) Limited
 A /2, Silver Arch,
 S.B. Marg, J.B. Nagar,
 Andheri (East),
 Mumbai – 400 059
 Tel: 022- 66093350, 66093357 / 3358, 66093351 /
 3352, 67412921 Upto 25
 Fax: 66093370 /

Laxmi Plaza

Thomas Cook (India) Limited
 Unit No. 39, Gr Flr, Laxmi Plaza
 Laxmi Industrial Estate,
 New Andheri Link Road,
 Andheri (West),
 Mumbai – 400 053
 Tel: 022- 26350321/ 49, 26351348 / 59
 Fax: 26350331

Sterling Centre

Thomas Cook (India) Limited
 No.1, Gr.Flr, Sterling Centre,
 Opp.Sangam Cinema
 Andher Kurla Road,
 Andheri (East),
 Mumbai – 400 093.
 Tel: 022 - 66093344, 67412922

Sahar International Airport

Thomas Cook (India) Limited
 Sahar International Airport,
 Sahar,
 Mumbai 400 099
 Tel: 022- 65224260 upto 65224260
 Fax: 66859622

Sahar Intl. Airport

Thomas Cook (India) Limited
 Chatrapati Shivaji Int'l. Airport,
 Terminal IIA, Ground & First Floor,
 Sahar , Andheri – (E)
 Mumbai.-400 099.

Sahar Intl. Airport

Thomas Cook (India) Limited
 Chatrapati Shivaji Int'l Airport,
 Terminal IIC, Ground & First Floor,
 Sahar, Andheri – (E)
 Mumbai – 400 099.
 TERMINAL II C –Arrival
 Direct: 022- 26828989
 Telefax: 26828575

Seepz

Thomas Cook (India) Limited
 Near SDF – I
 Seepz , SEZ
 Andheri (East),
 Mumbai – 400 096
 Tel: 022 - 66093400 upto 66093413
 Fax : 28293347 / 66093414

Thane

Thomas Cook (India) Limited
 Abhimaan II,
 Shop No. 5, 6, & 7
 Ground Floor, L B S Road,
 Near Teen hath Naka, Thane (W) – 400 602.
 Tel: 022 - 25446666, 25446066 upto 68,
 25440240 / 3480
 Fax: 25434030

Vashi

Thomas Cook (India) Limited
 Inorbit Mall
 Plot no 39/1, Sector 30 A,
 Vashi Navi
 Mumbai – 400 705
 Tel: 022 - 65970581
 Fax: 67934383

Worli – Kakad Chamber

Thomas Cook (India) Limited
 206 Kakad Chamber,
 2nd floor, 132, Dr. Annie Besant Road,
 Worli, Mumbai – 400 018
 Tel: 022 - 64552039 / 2087 / 2053 / 2024, 2072 /
 2086 / 2067 / 2079
 Fax: 24902555

AGRA

Thomas Cook (India) Limited
 18/165, Crystal Tower,
 Shop No. G – 1,
 Fatehabad Road,
 Agra – 282 001
 Tel: 0562 – 2330550, 2330660, 2330599

AGRA - Near Taj Mahal

Thomas Cook (India) Limited,
 Shilpgram,
 Near Eastern Gate of Taj Mahal,
 Agra – 282001.
 Tel: 0562 - 6458192 / 6458193

AHMEDABAD

Thomas Cook (India) Limited
 "Supermall", 30–33,
 Ground Floor, Near Lal Bungalow,
 C. G. Road, Ahmedabad – 380 009
 Tel: 079 – 2624640, 26409191 / 26401337 / 40,
 26401347 / 58 / 59
 Fax: 26401286

Ahmedabad-Mardia Plaza

Thomas Cook (India) Limited.
 Shop 18 & 19, Upper Level,
 Mardia Plaza, CG Road,
 Ahmedabad – 380 006
 Tel: 079 – 26562985, 26403760 / 61/ 62
 Fax: 26444721

AHMEDABAD -MANI NAGAR

Thomas Cook (India) Limited
Shope G-2, Sukh Chain Complex,
Radha Vallabh Colony,
Jawahar Chowke,
Mani Nagar,
Ahmedabad – 380008
Tel: 079 - 64501051 upto 55, 64501322

AMRITSAR

Thomas Cook (India) Limited
Shop No. 1 First Floor, R.S.Tower, 107/1,
Hall Bazar, Amritsar, Punjab – 143 001
Tel: 0183 - 6549751/ 53 / 54 /55
Fax: 2536265

ANAND

Thomas Cook (India) Limited
106, First Flr, Maruti Sankalp,
Anand Vidya Nagar Road,
Anand – 388001
Tel: 02692 - 656410 upto 414

AURANGABAD

Thomas Cook (India) Limited
Mehra Chambers, 1st floor,
Near Saraswat Co-op Bank,
Town Centre CIDCO,
New Aurangabad – 431 003.
Tel: 0240- 6602795 upto 6602799
Telefax: 6611239

BANGALORE

Thomas Cook (India) Limited
"The Pavillion"
62 / 63, UG3,
Bangalore – 560 001
Tel: 080 - 25594168 / 25581337 / 9/ 40
Fax: 25586742

Bangalore

Thomas Cook (India) Limited
70, M.G. Road,
Vimal Chambers Building, 2nd floor,
Bangalore – 560 001
Tel: 080 - 67178800 – 01 / 02

Bangalore (ITPL)

Thomas Cook (India) Limited
G/12, International Tech Park
Whitefield Road,
Bangalore – 560 066
Tel: 080 - 28410565 / 0567
Fax: 28410566

Bangalore (Koramangala)

Thomas Cook (India) Limited
Gr.Flr, Salarpuria Money Centre,
121, Koramangala Ind, Layout,
Bangalore – 560 095
Tel: 080 – 41206985, 67177375
Fax: 41216820

Bangalore- Int'l Airport

Thomas Cook (India) Limited
Bangalore International Airport Limited
Devanahalli Road,
Devanahalli,
Bangalore – 560 300

Bangalore - Electronicity

Thomas Cook (India) Limited
Shop no 6&7, Konappa
Agrahara 1st Phase,
Electronicity,
Bangalore – 561229
Tel: 080 - 6456308 / 09 / 10

BARDOLI

Thomas Cook (India) Limited
Shop NO. 122, Millenium Mall,
Station Road, Bardoli – 394601
Tel: 02622 - 653518 Upto 22
Fax: 229364

BARODA

Thomas Cook (India) Limited.
Shop 1-3 Gr. Floor,
"Landmark" Race Course
Baroda – 390 007
Tel: 0265 - 6540530 / 6540002 / 6540989 / 287
Fax: 2350471

BARODA – ALKAPURI

Thomas Cook (India) Limited.
GF23, Dwarkesh Complex,
Opp.Panorama Complex
R.C.Dutt Road,
Alkapuri, Baroda – 390005.
Tel: 0265 - 6540530 / 6540002
Fax: 2327099

BHARUCH

Thomas Cook (India) Limited.
Shop No. 8/9/10 Vadilo Nu Ghar
Opp Aditya Complex
Kasak, Bharuch – 392 001
Tel: 02642 - 659092 upto 95

BHOPAL

Thomas Cook (India) Limited
Shop No.1, Gr. Floor,
Alankar Building, Zone No.2,
MP Road, Bhopal – 462 011
Tel: 0755 - 6463503 UPTO 7

BHUBANESWAR

Thomas Cook (India) Limited
130, Ashok Nagar, Janpath
Bhubaneswar, Orissa – 751 009.
Tel: 0674 – 2535222, 2539892, 2539893
Telefax: 2539894

BHUJ

Thomas Cook (India) Limited
Luv Kush Aptmnt, Hospital Road,
Bhuji – 370 001
Tel: 02832 - 650906 UPTO 13, 256469
Fax: 256470

CALICUT - SKY TOWER

Thomas Cook (India) Limited
Sky Tower Shopping Mall,
5/ 3283, A 11-15,
Bank Road Junction,
Calicut – 673 001
Tel: 0495 - 6451081/ 86/ 57/ 58/ 645118
Fax: 2762683

CHANDIGARH

Thomas Cook (India) Limited.
SCO 28/29/30, 1st floor,
Sector 9D, Madhya Marg,
Chandigarh – 160 017
Tel: 0172 – 6610919, 2746 783
Fax: 0172 - 2745628

CHENNAI**Adyar**

Thomas Cook (India) Limited.
12, Lattice Bridge Road,
K. R. Building, Ground Floor,
Adyar, Chennai – 600 020.
Tel: 044 - 64549739 / 64549738 /
64549742, 24405333
Off. Telefax: 24400925

Chennai – Airport

Thomas Cook (India) Limited.
Departure Terminal
Anna International Airport,
Chennai – 600 027.
Fax: 044 - 22561856

Montieth Road

Thomas Cook (India) Limited
Ceebros Centre,
45 Montieth Road,
Chennai – 600 008
Tel: 044 - 66774600 upto 608

Rajaji Rd

Thomas Cook (India) Limited.
20 Rajaji Road,
Chennai – 600 001
Tel: 044 - 64549736 / 7 / 64549486 / 7
Off.Telefax: 25330105

Chennai

Thomas Cook (India) Limited.
G4, Eldorado Building,
No. 112, Nungambakkam High Road,
Chennai – 600 034
Tel: 044 - 64548689 UPTO 95, 28274941 / 5052
Off.Telefax: 28223503,

Spencer Plaza

Thomas Cook (India) Limited.
G- 17, A & B, Phase I,
Spencer Plaza, Chennai – 600 002.
Tel: 044 - 28492424, 28492425
Fax: 28492420

TNHB Plaza

Thomas Cook (India) Limited.
Shop No. 3, TNHB Plaza,
C-47, II Avenue,
Anna Nagar,
Chennai,
Tamil Nadu – 600 040
Tel: 044 - 64548170 / 72 / 76 / 77/ 78
Fax: 26203337

(TCS EXTN-counter)

Thomas Cook (India) Limited
C/o Tata Consultancy Services Ltd.
Elnet Software City, Taramani
Chennai – 600 013.
Tel: 044 - 66161055, 22542893

COCHIN

Thomas Cook (India) Limited.
Palal Towers,
1st Floor, Right Wing,
M.G. Road, Cochin – 682 016
Tel: 0484 - 6607702
Fax: 6607701, 6607712

Cochin International Airport

Thomas Cook (India) Limited.
Cochin International Airport Ltd.
Vaplassery, Angamally,
Ernakulam – 680535
Tel: 0484 - 6453860 / 6453856 / 70 / 71
Telefax: 2610032 / 52 / 54

COIMBATORE

Thomas Cook (India) Limited
14 & 15, City Center
1st floor, Opp.Sree Annaporna
East Arokiyasamy Road,
R.S Puram, Coimbatore – 641 002.
Tel: 0422 - 6450753 / 6451916
Fax: 2542220

DELHI

Thomas Cook (India) Limited.
C-33 Connaught Place
Inner Circle, New Delhi – 110 001
Tel: 011 - 66271900
Fax: 23416580

Central Cottage

Thomas Cook (India) Limited
Central Cottage Industries Corpn.of India Ltd.
Jawahar Vyapar Bhavan,
New Delhi
Tel: 011 - 65413281, 41522008

Hotel Janpath

Thomas Cook (India) Limited,
Hotel Janpath, Room No. 4,
Janpath, New Delhi – 110 001
Tel: 011 - 64641057 UPTO 64
Fax: 23368785

Delhi - Airport

Thomas Cook (India) Limited.
Indira Gandhi Intl. Airport
New Delhi – 110 037
Tel: 011 - 64640405 upto 14

Domestic – Terminal I

Jet Terminal, I.A. Terminal
Tel: 011 - 25675126 – Extn: 2493; 2468
Telefax: 25673467

Nehru Place

Thomas Cook (India) Limited.
717/718, Intl. Trade Tower
Nehru Place, New Delhi – 110 019
Tel: 011 - 26467484, 2468, 65458372 UPTO 79
Fax: 26471903

Delhi

Thomas Cook (India) Limited.
Rishya Mook Bldg.
85-A, Panchkuin Road,
New Delhi – 110 001
Tel: 011 - 23747404 – 13

Parliament ST

Thomas Cook (India) Limited
PTI Building , 5th floor,
4, Parliament Street,
New Delhi – 110 001.
Tel: 011 - 23353825, 66506555

Punjabi Bagh

Thomas Cook (India) Limited
Punjabi Bagh Branch
Basement 24, Central Market,
Punjabi Bagh West, New Delhi – 110 026
Tel: 011 – 45418000, 45074326 / 50
Fax: 45466011

Vasant Vihar

Thomas Cook (India) Limited
38,Basant Lok, Vasant Vihar,
2nd Floor, New Delhi – 110 001
Tel: 011 - 64652170 / 399 / 411 / 616 / 624
Fax: 41669168

Delhi - India Post

Thomas Cook (India) Limited
Post office Connaught Place S.O,
A Block, Connaught Place
Delhi – 110 001
Tel: 011 - 64652170

Delhi - India Post

Thomas Cook (India) Limited
Post office - Opp. Yashwant Place,
Near Chanakyapuri Tel Exchange,
New Delhi – 110021
Tel: 011 - 64652616

Delhi - India Post

Thomas Cook (India) Limited
Post office - Greater Kailash ,
Part II, Near Masjid, Moth Community Centre
Delhi – 110048
Tel: 011 - 65452948

Delhi - India Post

Thomas Cook (India) Limited
Post office - Gurudwara Road,
Karol Bagh S.O,
Delhi – 110 005
Tel: 011 - 65452936

Delhi - India Post

Thomas Cook (India) Limited
Post office - Community Centre
C Block. Vasant Vihar-2 S.O,
Delhi – 110 057
Tel: 011 - 65452722

Delhi-Guest House

Panchsheel Park,
Dayanand Marg,
Front Portion,
Flat No. S-125,
2nd Floor, New Delhi- 110 049.
Tel: 011 - 40562181

DEHRADUN

Thomas Cook (India) Limited
67/ 3. Rajpur Road,
1st flr, Dehradun – 248 001.
Tel: 0135 - 6454391 / 395
Telefax: 2741824

GOA

Thomas Cook (India) Limited.
8, Alcon Chambers
Dayanand Bhandodkar Marg
Panaji, Goa – 403 001
Tel: 0832 - 6639256 upto 6639262

Goa - Panaji

Thomas Cook (India) Limited.
Alcon Chambers, 2nd Floor,
Dayanand Bhandodkar Marg
Panaji, Goa – 403 001
Tel: 0832 - 6639293, 6639282
Fax: 2232535

North Goa

Thomas Cook (India) Limited.
C/o Brisa Leisure Resort
Shop No. 47/48/49
Naika Vaddo, Calangute,
Bardez, Goa – 403 516
Tel: 0832 - 2282455, 2282176
Fax : 2282330

Calangute (North Goa)

Thomas Cook (India) Limited.
C/o. State Bank of India
Hotel Orfil
Ground floor, Calangute Market
Calangute, Bardez, Goa
Tel: 0832 - 6456009, 2275 693

Margao (South Goa)

Thomas Cook (India) Limited.
Mabai Hotel, 1st floor
Opp.Municipal Garden, Mabai Hotel Building,
Margao Goa – 403601
Tel: 0832 - 6481958 / 6486010 / 6486012

Goa – Calangute

Thomas Cook (India) Limited
Tourist Cottages,
Calangute, Bardez, GOA
Tel: 0832 - 6456022

Goa – Colva

Thomas Cook (India) Limited
Tourist Cottages,
Colva, Salcete, GOA

Goa – Palolem

Thomas Cook (India) Limited
Palolem Beach Resort,
Palolem, GOA
Tel: 0832 - 647 4001, 2643979

Goa – Palolem

Thomas Cook (India) Limited
H No 483, next to Lemon Tree Resort
Aguada Road, Candolim Bardez
Goa – 403 515
Tel: 0832 - 651 9759

GURGAON

Thomas Cook (India) Limited
First India Place, Unit No. 6,
Sushant Lok Phase I,
Mehrauli Gurgaon Road,
Gurgaon – 122 002, Haryana
Tel: 0124 - 6540278 upto 82, 2389586 / 4067145
Telefax : 2389582

Marketing Complex

Thomas Cook (India) Limited.
SCF – 97, 1st Floor,
Commercial Complex, Main Market, Sector – 14,
Gurgaon – 122 001
Tel: 0124 - 6599930 / 40/ 47
Fax: 4086087

Apparel House

Thomas Cook (India) Limited
Apparel House,
Institutional Area,
Sector 44, Gurgaon, Haryana
Tel: 0124 - 6512188 / 92, 2570763 / 4
Fax : 2570765

GUWAHATI

Thomas Cook (India) Limited
Divine Plaza
G. S. Road (Near Secretariat) Dispur,
Guwahati- 781 005.
Assam
Tel: 0361 - 2229932

HUBLI- KARNATAKA

Thomas Cook (India) Limited
1st Floor, Umachigi
Shopping Complex, Ceon
Road, Hubli – 580 020
Tel: 0836 - 6444001 / 2 / 3

HYDERABAD

Thomas Cook (India) Limited.
6-1-57, Nasir Arcade,
Saifabad, Hyderabad – 500 004.
Tel: 040 - 6644 5544 / 6644 4434
Fax: 23296524

HYDERABAD (TCS)

Thomas Cook (India) Limited.
Deccan Park, Unit No.3, Plot No.-1
Survey No. 64/2, Software Unit Layout
Serlingampally Mandal ,
Madhapur – 500 034.
Tel: 040 - 66672068, 66672000
TCS Fax: 66672222

Sierra Atlantic Implant

Thomas Cook (India) Limited.
Plot No 9, Survey 115
Nanakramguda Village, Serilingampally Mandal
Gachibowli – 500 019
Tel: 040 - 3023 3000
Fax: 4034 3777

Cairns Implant

Thomas Cook (India) Limited.
Riverbay Resorts,
Near ISKCON Temple
Rajahmundry – 533101
Tel: 0883 - 2423 983
Fax: 2423 984

Centre for Cellular & Molecular Biology

Thomas Cook (India) Limited
Uppal Road,
Hyderabad – 500 007.
Tel: 040 - 27192501, 27160027
Fax: 27160310

Hi-Tech City

Thomas Cook (India) Limited.
“A” Core, Podium Level,
Cyber Towers, Hi-Tech City,
Madhapur, Hyderabad – 500 033.
Tel: 040 - 66442720 / 23 / 25
Fax : 66661107

INDORE

Thomas Cook (India) Limited.
Shop No. UG 1 & UG 9
4 , Yeshwant Niwas Road
Indore – 452 001.
Tel: 0731 - 6454533 / 753 / 775 / 833 / 837
Fax: 2535544

JAIPUR

Thomas Cook (India) Limited.
2 (A & B) Ground Floor,
Opposite A.I.R., Jaipur Towers
M.I. Road, Jaipur – 302 001
Tel: 0141 - 6451794 / 839 / 798 / 773
Fax: 2360974

Sunil Sadan

Thomas Cook (India) Limited
Sunil Sadan, First floor,
2 M.I. Road, Jaipur – 302 001
Tel: 0141 - 2368175 / 2370291
Fax : 2367114

Hawa Mahal

Thomas Cook (India) Limited
Shop No.42, Sirea Derohi Bazaar,
Opp. Hawamahal, Jaipur – 302 002.
Tel: 0141 - 645 1719 / 20/ 43

Airport Counters

Thomas Cook (India) Limited
Jaipur Airport, Jaipur – 302 011
Tel: 0141 - 6451884 (Domestic-TATA), 6451882
(International-TATA), 2721183 (International)

JAISALMER

Thomas Cook (India) Limited
Shop No.1, Rana Kothar House,
H.No.4, Commercial Complex, Gandhi Chowk,
Jaisalmer, Rajasthan – 345 001
Tel: 02992 - 9214211282 / 9214211283
Fax: 253265

JALANDHAR (Alfa Estate)

Thomas Cook (India) Limited
Gurmeet Building, Opp.President Hotel,
Police lines, Jalandhar – 144 001.
Tel: 0181 - 2240129 / 2240130 / 2242784
Fax: 2242784

JAMNAGAR

Thomas Cook (India) Limited
Shop No.9, Gr.Flr, Shri Dhan Palace,
Near Town Hall, Jamnagar – 361 001.
Tel: 0288 - 6546314 UPTO 19
Fax: 2664579

JAMSHEDPUR

Thomas Cook (India) Limited
Hotel Nalanda. Gr.flr,
2 S B Area Shop.
Bistipur, Jamshedpur – 831 001
Tel: 0657 - 6452468/ 6452586/ 6452395/

JODHPUR

Thomas Cook (India) Limited
Shop No.1, 184 Ajit Colony,
Mahaveer Complex, Circuit House,
Jodhpur – 342 001, Rajasthan
Tel: 0291 - 6450633 upto 37
Fax: 2512067

KANNUR

Thomas Cook (India) Limited
Rasheedha Building,
Ground Floor,
Fort Road, Kannur – 670 001
Tel: 0497 - 6450592 / 593 / 594

KAPOORTHALA

Thomas Cook (India) Limited
45, Aman Nagar, Jaskirat Complex,
Jalandhar Road, Kapurthala – 144 601
Tel: 01822 – 657941 / 657942 / 657949 / 657950
Fax: 502623

KARNAL

Thomas Cook (India) Limited
DSS 165 City Centre, Shop No. 201.
Sector 21, Karnal, Haryana
Karnal – 132 001
Tel: 0184 - 6531570 / 6531566 / 6531568

KOLHAPUR

Thomas Cook (India) Limited
Gemstone Complex, RD Vichare Complex,
Near Central Bus Stand, Shahupuri
Kolhapur – 416 002
Tel: 0231 - 6616425 / 26 / 27 / 28
Fax: 6616429

KOLKATA

Thomas Cook (India) Limited.
19B, Shakespeare Sarani,
1st floor, Kolkata – 700 071.
Tel: 033 - 22830473 /5/6

Salt Lake

Thomas Cook (India) Limited.
SDF Building, Module 304,
Block EP & GP, Sector V,
Bidhan Nagar, Salt Lake
Kolkata – 700 091
Tel: 033 - 23573201-02
Fax: 23573649

South City

Thomas Cook (India) Limited
378, Lake Gardens, 1st Floor,
Police Station Lake, Kolkata – 700 0045
Tel: 033 – 24229922 /3/4

Apollo Hospital

Thomas Cook (India) Limited
58, Canal Circular Road,
Salt-lake, Kolkata – 700054.
Tel: 033 - 64542165, 23203040 / 2122

KOTTAYAM

Thomas Cook (India) Limited
No. XIII/6A, Kailash Building,
Near SBT Main Branch, Kottayam – 686 001.
Tel: 0481 - 6450197/153/158/165
Telefax: 2585260

Aryanivas

Thomas Cook (India) Limited
VP IX / 750, Aryanivas,
Kovalam, Trivandrum – 695 527.
Tel: 0471 - 2485466 / 6450299
Fax: 2485462

LEH

Thomas Cook (India) Limited
Shope No.1, First Floor,
Samkar Gonpa Complex,
Main Bazaar, Leh- Ladakh,
Jammu & Kashmir – 194101
Tel: 01982 - 250519 / 03
Telefax: 250519 / 250503

LUCKNOW

Thomas Cook (India) Limited
1st flr, 68 Hazrat Ganj, Opp. Gandhi Ashram,
M.G. Road, Lucknow – 226 001
Tel: 0522 - 6459454 / 6459538
Telefax: 2624849

LUDHIANA

Thomas Cook (India) Limited
Mezzanine Floor, SCO 32,
Feroze Gandhi Market, Ludhiana – 141 001
Tel: 0161 - 2770310 / 11
Fax: 2413550

MANGALORE

Thomas Cook (India) Limited
Ram Bhavan Complex, Nav Bharath Circle,
Kodial Bail, Mangalore
Tel: 0824 - 6450586/ 93/6450423/ 586
Telefax: 4266820

MADURAI

Thomas Cook (India) Limited
Shop S V & W, KRV Arcade,
Ground Floor, 16 & 17 North Veli Street,
Madurai – 625 001, Tamil Nadu
Tel: 0452 - 6444881 / 6444882
Telefax: 2340685

MCLEODGANJ

Thomas Cook (India) Limited
Shop No. 20, Runchal's Mount View
McLeodganj, Tehsil Dharamsala,
District-Kangra – 176219
Tel: 01892 - 645032 / 645033

MYSORE

Thomas Cook (India) Limited
Silver Tower, Ashok Road,
Ground Floor, Do No.9/2, New No.L-350,
Lashkar Mohalla,
Mysore – 570 001.
Tel: 0821 - 6453844 / 6453845
Telefax: 2420090

NASIK

Thomas Cook (India) Limited
Navkar Heights,
Ground floor, Sharanpur road,
Near Rajeev Gandhi Bhavna,
Nasik – 422 002
Tel: 0253 - 6695055 upto 6695059

NAGPUR

Thomas Cook (India) Limited
Shops No. 1,2&3 , Oasis Plaza,
Gokul Peth , Off WHC Road,
Laxmi Bhavan Square,
Nagpur – 440010
Tel: 0721 - 6647635 UPTO 38

NAVSARI

Thomas Cook (India) Limited
Shop No 101-102,
Anand Complex, Library Road,
Near Central Bank,
Navsari (East) – 396445
Tel: 02637 - 652329, 256142 / 172
Telefax: 256142

NAWANSHAHR

Thomas Cook (India) Limited
B-1/100, Opp. Adarsh Bal Vidyalaya,
Banga Road,
Nawanshahr Punjab – 144514
Tel: 01823 - 644001 / 644002 / 645296

NOIDA

Thomas Cook (India) Limited
J/ 24 Sector 18, 1st flr,
Noida, Uttar Pradesh – 201301
Tel: 0120 - 6460639 / 6460641 / 42
Fax: 4338804

PATIALA

Thomas Cook (India) Limited
Leela Bhawan Market, Gr flr,
S.C.O.N – 156
Patiala – 147 001
Tel: 0175 - 2203331
Telefax: 2226564

PATNA

Thomas Cook (India) Limited
Hotel Maurya Arcade
South Gandhi Maidan,
Patna – 800 001.
Tel: 0612 - 6455266 / 6455275
Telefax: 2500562

PHAGWARA

Thomas Cook (India) Limited
Indian Bank Building , G.T.Road,
Phagwara, Punjab – 144 401
Tel: 01824 - 645 950 upto 55
Fax: 500100

PONDICHERRY – I

Thomas Cook (India) Limited
2-A, Labour Donnais Street,
Ground Floor, Pondicherry – 605 001.
Tel: 0413 - 6459092 upto 96
Telefax: 2226136

PUNE

Thomas Cook (India) Limited
13, Thacker House,
2418 General Thimmaya Road,
Pune – 411 001
Tel: 020 - 66007901 / 2 / 3
Fax: 26330978

Chinchwad

Thomas Cook (India) Limited.
A22, Empire Estate
Ground Floor, Mumbai Pune Road,
Chinchwad, Pune – 411 019
Tel: 020 - 65100161, 64105153 / 50
Fax: 27456734

Gulmohar Apts

Thomas Cook (India) Limited
2420, Gulmohar Apartments,
General Thimmaya Road,
Office no.201, 2nd floor,
Pune – 411 001
Tel: 020 - 66220600
Fax: 26337392

Deccan

Thomas Cook (India) Limited
ICC Trade Towers,
SR.No.985, Plot no. 403 A/2,
Senapati Bapat Road, Shivaji Nagar,
Pune – 411 016.
Tel: 020 - 66040210, 66021372
TeleFax: 66040211 / 66029173

Hinjewadi

Thomas Cook (India) Limited
Plot No.7, Pune Infotech Park,
M.I.D.C, Opp.Infosys , Hinjewadi,
Pune – 411 057
Tel: 020 - 64735002 upto 5005

Gera Complex

Thomas Cook (India) Limited
Shope No. 7, P T Gera Complex,
Dhole Patil Road, Pune – 411 001.
Tel: 020 - 66464375/ 76/ 77/ 79 /80 / 83/ 86 /89

PUSHKAR

Thomas Cook (India) Limited
Shriya Guest House Building,
Pushkar – 305 022, Rajasthan
Tel: 0145 - 9214211275-77
Telefax: 5105099

RAJKOT

Thomas Cook (India) Limited
103, Mani Complex,
Opp Hotel Imperial Palace,
Dr. Yagnik Road, Rajkot – 360001
Tel: 0281 - 2461560 /61

SALEM

Thomas Cook (India) Limited
Empire Arcade, 1st Floor, Shop H,
Commercial Complex
356/1, Omalur Main Road,
(Opp. New Bus Stand)
Salem – 636004
Tel: 0427 - 6444009 to 12

SURAT- (RajHans Plaza)

Thomas Cook (India) Limited
Shop No.UG-1, Raj hans Plaza,
Opp.Pizza Hut,
Near Blind School,
Ghod Dod Road, Surat – 395 007
Tel: 0261- 6592474 upto 80, 6592472 / 73 / 78

TIRUPATHI

Thomas Cook (India) Limited
2ND Floor, Central Park,
Tilak Road, Tirupathi – 517501
Tel: 0877 - 6457421 / 22 / 23 / 24

TRICHUR

Thomas Cook (India) Limited
FE / INSURANCE / TRAVEL
Shop No.19/44/07
Ground Floor,
Centre point,
MG Road,
Thrurur – 680 004
Tel: 0487 - 6444989 / 990 / 991

TRICHY

Thomas Cook (India) Limited
JC Towers, Mazanine Floor
Next to Modern Computer Shop,
Karur by Pass road,
Trichy – 620 018
Tel: 0431 - 6452023 upto 27

TRIVANDRUM

Thomas Cook (India) Limited
TC 25 / 2421 (1), Ground Floor,
Soundarya Bldg.,
M.G. Road,
Trivandrum – 695 001
Tel: 0471 - 6450219 / 6450128 / 6450225
Off.Tel/fax: 2338142

Pournima Bldg.

Thomas Cook (India) Limited.
28/ 2392, Ground Floor, Pournima Bldg,
S.L.Theatre Road, 'Overbridge Junction,
Thiruvanthapuram – 695 001
Tel: 0471 - 6450217 / 6450213 / 6450214 / 216
Fax: 2473364

VARKALA

Thomas Cook (India) Limited
Kerala Bamboo, Kurakkanni, Cliff
Varkala, Trivandrum
Tel: 0471 - 3021377

UDAIPUR

Thomas Cook (India) Limited
Shop No.3/4, Rang Niwas Hotel Compound,
Lake Palace Road, Udaipur – 313 001
Tel: 0294 - 6450442 upto 46
Telefax: 2423358

Udaipur Airport

Thomas Cook (India) Limited
Maharana Pratap Airport
Dabok, Udaipur – 313023
Tel: 0294 – 6450438, 6450439

UDIPI

Thomas Cook (India) Limited
Shop no: F-53, #No:9448A18,1st floor
Comfort Towers, Opp: Kalpana Towers,
Udupi- 576101
Tel: 0820 - 6451220 / 9, 6451257 / 59 / 60

VARANASI

Thomas Cook (India) Limited
S-20/ 51-5, S0-20/52-4,
Sridas Foundation
The Mall Rd, Cantt Varanasi,
Varanasi – 221 002
Tel: 0542 - 2500310 / 2505929, 2500866
Fax: 2502766

VIJAYWADA

Thomas Cook (India) Limited
Door no. 39-1-68 A,
NTS No. 459, Labbipet,
Near Taj Gateway,
MG Road,
Vijaywada – 520 010.
Tel: 0866 - 6636436 / 37 / 38/ 39
Fax: 2493738

VISHAKAPATNAM

Thomas Cook (India) Limited
Eswar Plaza, Door No.47-14-7
Gr.Flr.Dwarka Nagar
Vishakapatnam – 530 016.
Tel: 0891 – 2588112/3/4/5

VRINDAWAN

Thomas Cook (India) Limited
Raas Bihari Complex,
Raman Reti RD,
Vrindawan- 281121
Tel: 0565 - 6453728 / 6451628

THOMAS COOK INSURANCE SERVICES (INDIA) LTD. (FINANCIAL & CARD SERVICES)**AHMEDABAD**

Thomas Cook (India) Limited
"Supermall", 30-33, Ground Floor,
Near Lal Bungalow, C. G. Road,
Ahmedabad – 380 009.
Tel: 079 - 26409191

BANGALORE

Travel Corp.(India) Limited
70, M.G.Road, Vimal Chambers Buildig, 2nd floor,
Bangalore – 560 001.
Tel : 080 - 67178800 / 22132571

BHOPAL

Thomas Cook India Limited
Shop No.1, Gr. Floor,
Alankar Building, Zone No.2,
MP Road, Bhopal – 462011
Tel: 0755 - 6463503 UPTO 7

CHANDIGARH

Thomas Cook Insurance Services (India) Limited
SCO – 28/29/30, Sector – 9D,
Madhya Marg, Chandigarh – 160 017.
Fax: 5085333

CHENNAI

Thomas Cook Insurance Services (India) Limited
TCI – "Heavitree", 47, Spurtank Road, Chetpet
Chennai – 600 031.
Tel: 044 - 28362556 / 7 / 8

COCHIN

Thomas Cook Insurance Services (India) Limited
Palal Towers, 1st Floor, Right Wing,
M. G. Road, Cochin – 682 016
Tel: 0484 - 2362024 / 2369729

DELHI

Thomas Cook Insurance Services (India) Limited
TCI- 504-505 New Delhi House
5th flr, 27 Barakhamba Road,
New Delhi – 110 001.
Tel: 011 - 23315834, 23315838
Fax: 23316705

HYDERABAD

Thomas Cook Insurance Service (India) Limited
6-1-57, Nasir Arcade,
Saifabad, Hyderabad – 500 004
Tel: 040 - 23231988 - Extn. 416

INDORE

Thomas Cook (India) Limited.
Shop No. UG 1 & UG 9
4 , Yeshwant Niwas Road Indore – 452 001.
Tel: 0731 - 6454533 / 753 / 775 / 833 / 837

JAIPUR

Thomas Cook (India) Limited.
2 (A & B) Ground Floor,
Opposite A.I.R., Jaipur Towers
M.I. Road, Jaipur – 302 001
Tel: 0141 - 6451794 / 839 / 798 / 773
Fax: 2360974

KOLKATA

Thomas Cook Insurance Service (India) Limited
198,Shakespeare Sarani, 1ST floor,
Kolkatta – 700 071
Tel: 033 - 22824711 / 12
Fax: 22830471

LUDHANA

Thomas Cook (India) Limited
Mezzanine Floor, SCO 32, Feroze Gandhi Market,
Ludhiana – 141 001
Tel: 0161 - 2770310 / 11
Fax: 2413550

NAGPUR

Thomas Cook (India) Limited
Shops No. 1, 2&3 , Oasis Plaza,
Gokul Peth, Off. WHC Road,
Laxmi Bhavan Square, Nagpur – 440010
Tel: 0821 - 6647635 UPTO 38

NASIK

Thomas Cook (India) Limited
Navkar Heights, Ground floor, Sharanpur Road,
Near Rajeev Gandhi Bhavna, Nasik – 422 002
Tel: 0253 - 6695055 upto 6695059

PUNE

Thomas Cook Insurance Service (India) Ltd.
13, Thacker House, 2418 General Thimmaya
Road, Pune – 411 001
Tel: 020 - 26346171 / 6173
Fax: 26343027

TRAVEL CORPORATION (INDIA) LIMITED OFFICES

NARIMAN POINT

Chandra Mukhi, First Floor,
Nariman Point, Mumbai – 400 021.
Tel: 022 - 66090000
Fax: 66092003
Website: www.tcindia.com
CALL CENTRE: 022 - 67686970
Fax: 66091875
TOLLFREE: 1800 222665 – MTNL
1800 2099100 – Tata

AGRA

Travel Corporation (India) Limited
Hotel Clarks Shiraz,
54, Taj Road, Agra – 282 001
Tel: 0562 - 6458188
Fax: 2226524

AHMEDABAD

Travel Corporation (India) Limited
“Ushadeep” Near Navrangpura
Railway Crossing, Navrangpura,
Ahmedabad – 380 009
Tel: 079 - 26421981 upto 85
Fax: 26421986

BARODA

Travel Corporation (India) Limited
33-36, Alkapuri Shopping Centre,
Vishwas Colony,
Alkapuri, Baroda – 390 005
Tel: 0265 - 6634716-17-18-19-20-21-22
Fax: 2354742

CHENNAI

Travel Corporation (India) Limited
“Heavitree”, 47,
Spurtank Road,
Chetpet,
Chennai – 31
Tel: 044 - 28362556 / 7 / 8
Fax: 28362559

COCHIN

Travel Corporation (India) Limited
Telstar Building,
1st Floor,
P.B. No 2427
Ravipuram, M.G. Road,
Cochin – 682 016
Tel: 0484 - 6563 211 to 222
Fax: 2359475

NEW DELHI

Travel Corporation (India) Limited
504-505 New Delhi House,
5th Floor,
27 Barakhamba Road
New Delhi – 110 001
Tel: 011 - 41511301/ 5
Fax: 23316705 / 3320

New Delhi Connaught Place

Travel Corporation (India) Limited.
C-35 Connaught Place
Inner Circle,
New Delhi – 110 001
Tel: 011 - 66272100
Fax: 23417292/23415373

GOA

Travel Corporation (India) Limited
101, Citi Centre,
19, Patto Plaza,
Panjim,
Goa – 403 001
Tel: 0832 - 6650998, 6650999
Fax: 2438913 / 2438911

INTERNATIONAL BRANCHES – TRAVEL CORPORATION (INDIA) LIMITED

SPAIN**BARCELONA**

Travel Corporation (India) Limited
Aribau 265, 4 -1
08021, Barcelona,
SPAIN
Tel: 0034 - 93-2001415, 93-2412255
Fax: 93-4140333

MADRID

Travel Corporation (India) Limited
C/Cristobal Bordiu
35 – Oficina 410
28003, MADRID
Tel: 0034 - 91-5545457
Fax: 0034 91-5533887

GERMANY**FRANKFURT**

Travel Corporation (India) Limited
Joachim-Becher-Strasse 8
60320 Frankfurt
Tel: 0049 - 69 565353
Fax: 69 5604165

UNITED KINGDOM**LONDON**

Travel Corporation (India) Limited
St Mary's Court,
The Broadway,
Old Amersham,
Buckinghamshire,
HP7 0UT
Tel: 00 - 44 - 1494 618 450
Fax: 1494 618 451

USA**NEW YORK**

Travel Corporation (India) Limited
358 Fifth Avenue, Suite 1201
New York, NY 10001, USA
Tel: 001-212 - 935 4825
Fax: 001212-753 -3956
Toll Free: 1-8008246342

JAPAN**TOKYO**

Travel Corporation (India) Limited
5F, MA, Shibaura Bldg,
3-8-10, Shibaura, Minato-ku,
Tokyo – 108 – 0023
Tel: 00813 - 3456-5959
Fax: 3456-5960

INTERNATIONAL BRANCHES / SUBSIDIARIES – THOMAS COOK (I) LTD

EGYPT

Thomas Cook (Overseas) Limited
1229 El Sheikh Aly Gad El Hak Street,
Florida Tower,
Sheraton Heliopolis Area,
P.O.Box No. 165.
Cairo, Egypt

MAURITIUS - Anglo Mauritius House

Thomas Cook (Mauritius) Operations Co.Limited
Anglo Mauritius House
4, Intendance Street,
Port – Louis
Tel: 00 -230 - 213 4141
Fax: 213 4142

MAURITIUS - Caudan Waterfront

Thomas Cook (Mauritius) Operations Co.Limited
Caudan, Shop 036
Le Caudan Waterfront II
Port Louis
Tel : 00 - 230 - 210 9660
Fax: 210 9674

MAURITIUS - Grand Bay

Thomas Cook (Mauritius) Operations Co.Limited
Restaurant Palais De Chine
Royal Road, Grand Bay
Tel: 00 - 230 - 2631111
Fax: 263 4444

MAURITIUS - Grand Bay 2

Thomas Cook (Mauritius) Operations Co.Limited
Raxket Rd, Grand Bay
Tel: 00-230 - 263 0895
Fax: 263 0895

MAURITIUS - Arsenal

Thomas Cook (Mauritius) Operations Co.Limited
Shop 1A, Arsenal Shopping Complex
Royal Road Arsenal
Tel: 00-230- 2491248
Fax: 2491248

MAURITIUS - Flic en flac

Thomas Cook (Mauritius)Operations Co.Limited
Opposite Pasadena Village,
Flic en Flac
Tel: 00-230-453 8447
Fax: 453 8448

MAURITIUS – Curepipe

Thomas Cook (Mauritius) Operations Limited
Currimjee Arcades
Sir Winston Churchill Street
Curepipe
Tel: 00 - 230 - 670 1975
Fax: 670 1988

MAURITIUS – Quatre Bornes

Thomas Cook (Mauritius) Operations Limited
Select Market, Royal Road
Quatre Bornes, Mauritius.
Tel: 00 - 230 - 427 8040
Fax: 427 8040

MAURITIUS – Flacq

Thomas Cook (Mauritius) Operations Limited
Royal Road, Opposite Taxi Stand
Central Flacq
Tel: 00 - 230 - 413 0123
Fax: 413 0754

MAURITIUS – Rivière Noire

Thomas Cook (Mauritius) Operations Limited
Royal Road,
Rivière Noire
Tel : 00 - 230 - 483 8415

MAURITIUS – TROU AUX BICHES Noire

Thomas Cook (Mauritius) Operations Limited
Coastal Rd,
Trou Aux Biches
Tel: 00-230- 265 7241
Fax: 265 7249

MAURITIUS – trou deau douce

Thomas Cook (Mauritius) Operations Limited
Coastal Rd,
Trou deau Douce
Tel : 00 - 230 - 480 1449

MAURITIUS – Rivière Noire

Thomas Cook (Mauritius) Operations Limited
Royal Road,
Rivière Noire
Tel : 00 - 230 - 483 8415

MAURITIUS – Triolet

Thomas Cook (Mauritius) Operations Limited
Royal Road,
Triolet

MAURITIUS – Triolet

00-230
Thomas Cook (Mauritius) Operations Limited
Royal Road,
Triolet

MAURITIUS – International Airport

Thomas Cook (Mauritius) Operation Co.Limited
SSR International Airport
Plaisance
Plaine Magnien
Mauritius
Tel : (00-230)
ARRIVAL : 603 6061
DEPARTURE : 603 6062
Fax : 637 9116

BANDARANAIKE - AIRPORT (Sri Lanka)

Thomas Cook (India) :Limited
Bandaranaike Intrnational Airport
Katunayake, Sri Lanka
Tel: 00 9411 - 4832881 - ARRIVAL
4833784 - DEPARTURE

UNION PLACE

Thomas Cook (India) Limited
No. 393, Union Place,
Colombo 2.
Srilanka
Tel: 00 9411- 4741515, 4628258



Thomas Cook (India) Limited

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

PROXY FORM

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

(*Applicable for members holding Shares in electronic form)

I/We _____ of _____ in the district of _____ being a member / members of THOMAS COOK (INDIA) LIMITED hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to

attend and vote for me/us and on my/our behalf at the **THIRTY-THIRD ANNUAL GENERAL MEETING** of the Company to be held on Wednesday, 12th May, 2010 at 3.30 p.m. at Y. B. Chavan Auditorium, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021 or at any adjournment/s thereof.

Signed this _____ day of _____, 2010

Signature _____

Affix
Rupee 1
Revenue
Stamp

Note: The Proxy must be returned duly completed so as to reach the Registered Office not less than 48 hours before the Meeting.

TEAR HERE



Thomas Cook (India) Limited

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

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)

Address : _____ Name : _____

(IN BLOCK CAPITAL)

I hereby record my presence at the **THIRTY-THIRD ANNUAL GENERAL MEETING** of THOMAS COOK (INDIA) LIMITED held on Wednesday, 12th May, 2010 at 3.30 p.m. at Y. B. Chavan Auditorium, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021.

Signature of Shareholder/Proxy

Name of the Shareholder

Notes :

- (1) 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.
- (2) Members/Proxy holders who come to attend the meeting are requested to bring their copies of the Notice and Annual Accounts.

TEAR HERE

Thomas Cook.

Proud travel partner of the Mumbai Indians



Lets make it magic!



NOTICE

NOTICE is hereby given that the Thirty-Third ANNUAL GENERAL MEETING of THOMAS COOK (INDIA) LIMITED will be held at Y. B. Chavan Auditorium, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021 on Wednesday, 12th May, 2010 at 3.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st December, 2009, the Profit and Loss Account for the year ended 31st December, 2009, the Report of the Directors and the Auditors thereon.
2.
 - a) To confirm and ratify Dividend paid for 1% Cumulative Non-Convertible Redeemable Preference Shares.
 - b) To declare Dividend for Class 'B' Preference Shares.
 - c) To declare Dividend for Class 'C' Preference Shares.
 - d) To declare Dividend for Equity Shares for the year ended 31st December, 2009.
3. To appoint a Director in place of Mr. Hoshang S. Billimoria, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Anant Vishnu Rajwade, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Rakshit Desai, who retires by rotation, and being eligible, offers himself for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this Meeting, until the conclusion of the next Annual General Meeting of the Company and to authorise the Board to fix their remuneration.
7. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, M/s PricewaterhouseCoopers, Chartered Accountants, Colombo, Sri Lanka be and are hereby re-appointed as the Branch Auditors of the Sri Lanka Branch of the Company to hold office from the conclusion of this meeting upto the conclusion of the next Annual General Meeting to examine and audit the books of accounts of the Sri Lanka Branch of the Company for the financial year 01-01-2010 to 31-12-2010 at a remuneration to be fixed by the Board of Directors and the Branch Auditors mutually."

SPECIAL BUSINESS:

8. Appointment of Mr. Ramesh Savoor

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT, Mr. Ramesh Savoor, who was appointed by the Board of Directors as an Additional Director with effect from 29th May, 2009 under Article 118 of the Articles of Association of the Company and who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

9. Appointment of Mr. Krishnan Ramachandran

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT, Mr. Krishnan Ramachandran, who was appointed by the Board of Directors as an Additional Director with effect from

29th May, 2009 under Article 118 of the Articles of Association of the Company and who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

10. Appointment of Mr. Mahendra Kumar Sharma

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT, Mr. Mahendra Kumar Sharma, who was appointed by the Board of Directors as an Additional Director with effect from 29th May, 2009 under Article 118 of the Articles of Association of the Company and who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

11. Minimum Remuneration and Waiver of Excess Remuneration paid for 2009 and Revision in terms of Remuneration of Mr. Madhavan Menon, Managing Director

To consider and if thought fit, to pass, with or without modification(s), the following Resolutions as **SPECIAL RESOLUTIONS**:

- a) **"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, and such other approvals of applicable authority(ies), if any, as may be required, and pursuant to the recommendation of Recruitment & Remuneration Committee and Board of Directors vide their resolutions by circular dated 10th March, 2010 and 11th March, 2010 respectively, consent of the members be and is hereby accorded to the remuneration paid to Mr. Madhavan Menon for the financial year ended 31st December, 2009, as minimum remuneration in view of the inadequacy of profits during his tenure from 1st January, 2009 to 31st December, 2009 as detailed in the Explanatory Statement under Item Nos. 11a & 12a annexed to the Notice convening this meeting;

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 198, 309 and 310 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, pursuant to the approvals of the Recruitment & Remuneration Committee and the Board of Directors accorded vide their resolutions by circular dated 10th March, 2010 and 11th March, 2010 respectively, the excess remuneration paid by the Company to Mr. Madhavan Menon, Managing Director, during the financial year ended 31st December, 2009, as stated in explanatory statement under Item Nos. 11a & 12a of the Notice convening this meeting, be and is hereby ratified, confirmed, waived and approved by the members, subject to the approval of the Central Government;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mr. Madhavan Menon;

RESOLVED FURTHER THAT any Director and / or the Company Secretary of the Company be and is hereby authorised severally to

do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto and also to carry out any changes, modifications or instructions which the Central Government may direct, if so required, whilst granting its approval.”

- b) **“RESOLVED THAT** in partial modification of the earlier resolution passed at the Annual General Meeting held on 28th May, 2009 and pursuant to Sections 198, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and pursuant to the recommendation of the Recruitment & Remuneration Committee and approval of the Board of Directors of the Company at their respective meetings held on 17th March, 2010, and subject to the approval of the Central Government, and such other approvals of applicable authority(ies), if any, as may be required, consent of the members of the Company be and is hereby accorded to, in respect of the period from 1st January, 2010 to 31st January, 2010, the payment of remuneration to Mr. Madhavan Menon, Managing Director, as per the Service Agreement dated 29th April, 2009 as executed between the Company and Mr. Madhavan Menon, and, in respect of the period from 1st February, 2010 to 30th April, 2012, i.e. residual period of his tenure, the revision of remuneration in the manner as set out in the draft Supplemental Service Agreement to be entered into between the Company and Mr. Madhavan Menon, a copy whereof is placed before this meeting and for the purposes of identification, initialled by the Chairman hereof, and as also detailed in the explanatory statement under Item No. 11b annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement or any amendments and/or modification(s) thereto as may be agreed to between the Board and Mr. Madhavan Menon;

RESOLVED FURTHER THAT, the aforesaid remuneration be paid as minimum remuneration in the event of absence or inadequacy of profits during the currency of his remaining tenure for the period from 1st January, 2010 to 30th April, 2012;

RESOLVED FURTHER THAT, pending the receipt of approval from the Central Government, Mr. Madhavan Menon shall draw minimum remuneration for the period from 1st January, 2010 to 30th April, 2012;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mr. Madhavan Menon;

RESOLVED FURTHER THAT any Director and / or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto and also to carry out any changes, modifications or instructions which the Central Government may direct, if so required, whilst granting its approval.”

12. Minimum Remuneration and Waiver of Excess Remuneration paid for 2009, Revision in terms of Remuneration and Re-appointment of Mr. Vinayak K. Purohit, Executive Director – Finance

To consider and if thought fit, to pass, with or without modification(s), the following Resolutions as **SPECIAL RESOLUTIONS**:

- a) **“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, and such other approvals of applicable authority(ies), if any, as may be required, and pursuant to the recommendation of Recruitment & Remuneration Committee and Board of Directors vide their resolutions by circular dated 10th March, 2010 and 11th March, 2010 respectively, consent of the members

be and is hereby accorded to the remuneration paid to Mr. Vinayak K. Purohit for the financial year ended 31st December, 2009, as minimum remuneration in view of the inadequacy of profits during his tenure from 1st January, 2009 to 31st December, 2009 as detailed in the Explanatory Statement under Item Nos. 11a & 12a annexed to the Notice convening this meeting;

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 198, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, pursuant to the approvals of the Recruitment & Remuneration Committee and the Board of Directors accorded vide their resolutions by circular dated 10th March, 2010 and 11th March, 2010 respectively, the excess remuneration paid by the Company to Mr. Vinayak K. Purohit, Executive Director – Finance, during the financial year ended 31st December, 2009, as stated in explanatory statement under Item Nos. 11a to 12a of the Notice convening this meeting, be and is hereby ratified, confirmed, waived and approved by the members, subject to the approval of the Central Government;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mr. Vinayak K. Purohit;

RESOLVED FURTHER THAT any Director and / or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto and also to carry out any changes, modifications or instructions which the Central Government may direct, if so required, whilst granting its approval.”

- b) **“RESOLVED THAT** in partial modification of the earlier resolutions passed at the Annual General Meetings held on 25th June, 2007 and 27th June, 2008 and pursuant to Sections 198, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification or re-enactment thereof, and pursuant to the recommendation of the Recruitment & Remuneration Committee and approval of the Board of Directors of the Company at their respective meetings held on 17th March, 2010, and subject to the approval of the Central Government, and such other approvals of applicable authority(ies), if any, as may be required, consent of the members of the Company be and is hereby accorded to, in respect of the period from 1st January, 2010 to 31st January, 2010, the payment of remuneration to Mr. Vinayak K. Purohit, Executive Director – Finance, as per the Service Agreement dated 14th May, 2007 and Supplemental Service Agreement dated 30th November, 2007 as executed between the Company and Mr. Vinayak K. Purohit, and, in respect of the period from 1st February, 2010 to 13th May, 2010 i.e. residual period of his tenure, the revision of remuneration in the manner as set out in the draft Supplemental Service Agreement to be entered into between the Company and Mr. Vinayak K. Purohit, a copy whereof is placed before this meeting and for the purposes of identification, initialled by the Chairman hereof, and as also detailed in the explanatory statement under Item No. 12b annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement or any amendments and/or modification(s) thereto as may be agreed to between the Board and Mr. Vinayak K. Purohit;

RESOLVED FURTHER THAT, the aforesaid remuneration be paid as minimum remuneration in the event of absence or inadequacy of profits during the currency of his remaining tenure for the period from 1st January, 2010 to 13th May, 2010;

RESOLVED FURTHER THAT, pending the receipt of approval from the Central Government, Mr. Vinayak K. Purohit shall draw minimum remuneration for the period from 1st January, 2010 to 13th May, 2010;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mr. Vinayak K. Purohit;

RESOLVED FURTHER THAT any Director and / or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto and also to carry out any changes, modifications or instructions which the Central Government may direct, if so required, whilst granting its approval.”

- c) **“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 and read with Schedule XIII of the said Act and in terms of the recommendation of the Recruitment & Remuneration Committee and the approval of the Board of Directors of the Company at their respective meetings held on 17th March, 2010, and subject to the approval of Central Government, and such other approvals of applicable authority(ies), if any, as may be required, the approval of members of the Company be and is hereby accorded to the re-appointment of Mr. Vinayak K. Purohit, Wholtime Director, designated as an Executive Director – Finance for a period of three years commencing from 14th May, 2010 to 13th May, 2013 and on the terms and conditions as set out in the draft Agreement to be entered into between the Company and Mr. Vinayak K. Purohit, Executive Director – Finance, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement or any amendments and/or modification(s) thereto as may be agreed to between the Board and Mr. Vinayak K. Purohit;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration as stated above, be paid as a minimum remuneration during the currency of his tenure from 14th May, 2010 upto 13th May, 2013;

RESOLVED FURTHER THAT, pending the receipt of approval from the Central Government, Mr. Vinayak K. Purohit shall draw the above stated remuneration as minimum remuneration during the currency of his tenure;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mr. Vinayak K. Purohit;

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

13. Revision in terms of remuneration of Mr. Rakshit Desai, Executive Director - Travel Services

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in partial modification of the earlier resolution passed at the Annual General Meeting held on 28th May, 2009 and pursuant to Sections 198, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification or re-enactment thereof, and pursuant to the recommendation of the Recruitment & Remuneration Committee and approval of the Board of Directors of the Company at their respective meetings held on 17th March, 2010, and subject to the approval of the Central Government, and such other approvals of applicable authority(ies), if any, as may be required, consent of the members of the Company be and is hereby accorded to, in respect of the period from 1st January, 2010 to 31st January, 2010, the payment of remuneration to Mr. Rakshit Desai,

Executive Director – Travel Services, as per the Service Agreement dated 2nd February, 2009, and, in respect of the period from 1st February, 2010 to 24th November, 2010, the revision in remuneration in the manner as set out in the draft Supplemental Service Agreement to be entered into between the Company and Mr. Rakshit Desai, a copy whereof is placed before this meeting and for the purposes of identification, initialled by the Chairman hereof, and as also detailed in the explanatory statement under Item No. 13 annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement or any amendments and/or modification(s) thereto as may be agreed to between the Board and Mr. Rakshit Desai;

RESOLVED FURTHER THAT, the aforesaid remuneration be paid as minimum remuneration in the event of absence or inadequacy of profits during the currency of his remaining tenure for the period from 1st January, 2010 to 24th November, 2010;

RESOLVED FURTHER THAT, pending the receipt of approval from the Central Government, Mr. Rakshit Desai shall draw minimum remuneration for the period from 1st January, 2010 to 24th November, 2010;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mr. Rakshit Desai;

RESOLVED FURTHER THAT any Director and / or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto and also to carry out any changes, modifications or instructions which the Central Government may direct, if so required, whilst granting its approval.”

14. Payment of Commission to Non-Executive Directors

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to Sections 198, 309 and other applicable provisions of the Companies Act, 1956, and pursuant to the approval of the Board of Directors, and subject to the approval of the Central Government, and such other approvals of applicable authority(ies), if any, as may be required, consent of the members of the Company be and is hereby accorded to the payment of total managerial remuneration in excess of 11% of the net profits, as computed in the manner provided under Sections 349 and 350 of the Companies Act, 1956, inclusive of the commission to the Non-Executive Directors not exceeding 1% of the net profits as computed in the manner provided under Sections 349 and 350 of the Companies Act, 1956, notwithstanding the fact that the remuneration to all the Executive Directors together, collectively, is exceeding 10% of the net profits as computed in the manner provided under Sections 349 and 350 of the Companies Act, 1956, as detailed in the Explanatory Statement attached to this Notice;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorised severally to take all necessary steps and to do all such acts, deeds, matters and things as may be proper or expedient for giving effect to this resolution and also to carry out any changes, modifications or instructions which the Central Government may direct, if so required, whilst granting its approval.”

15. Revision in the Sitting Fees paid to Non-Executive Directors

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT, pursuant to the provisions of Sections 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 and pursuant to

the approval of the Board of Directors accorded at its meeting held on 28th April, 2009, consent of the Company be and is hereby accorded to the payment of sitting fees, of Rs. 20,000/- (Rupees Twenty Thousand) for each meeting of the Board of Directors and the Audit Committee attended by the Non-Executive Directors of the Company, and Rs. 10,000/- (Rupees Ten Thousand) for each meeting of the other statutorily required Committee (s) of the Board of Directors attended by the Non-Executive Directors of the Company, or such other amount as may be approved by the Board of Directors subject to the ceiling prescribed under the Companies Act, 1956, or rules framed thereunder, as amended from time to time.”

16. Variation of the Thomas Cook Employees Stock Option Plan 2007

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in partial modification of the Special Resolutions passed by the members vide Postal Ballot notice dated 15th January, 2007 and approved on 20th March, 2007, and Postal Ballot notice dated 21 August, 2007 and approved on 12th October, 2007, and pursuant to the provisions of Section 81(1A), and all other applicable provisions, if any, of the Companies Act 1956, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as “SEBI Guidelines”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, including the Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company, including any Director of the Company, whether Whole-time or otherwise, options exercisable into not more than 10686460 Equity Shares of the Company under the revised Thomas Cook Employees Stock Option Plan 2007 (the “Plan”), in one or more tranches, in the manner provided in the Explanatory Statement annexed hereto, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; each option would be exercisable for one Equity share of a face value of Re. 1/- each fully paid-up on payment of the requisite exercise price to the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 10686460 Equity Shares shall be deemed to be increased to the extent of such additional equity shares issued;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of options from time to time in accordance with the Plan and such Equity shares shall rank *pari passu* in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to make, from time to time, modifications, changes, variations, alterations or revisions in the said scheme as it may deem fit, and to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion, deem necessary for such purpose from time to time, in conformity with the provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.”

17. Extension of the amended Thomas Cook Employees Stock Option Plan 2007 to employees of subsidiaries

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in partial modification of the Special Resolutions passed by the members vide Postal Ballot notice dated 15th January, 2007 and approved on 20th March, 2007, and Postal Ballot notice dated 21st August, 2007 and approved on 12th October, 2007, and pursuant to the provisions of Section 81(1A), and all other applicable provisions, if any, of the Companies Act 1956, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, including the Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to extend the benefits of the revised Thomas Cook Employees Stock Option Plan 2007 (the “Plan”) referred to in Item No. 16 of this Notice and duly passed by the members, within the overall ceiling limit of 10686460 shares specified in Item No. 16 of this Notice, to such present and future permanent employees of the subsidiary companies, whether working in India or out of India and the Directors of the Company (whether Whole-time or otherwise) and/ or such other persons, as may from time to time, be allowed to enjoy the benefits of the Plan under prevailing laws and regulations, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; each option would be exercisable for one Equity share of a face value of Re. 1/- each fully paid-up on payment of the requisite exercise price to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of options from time to time in accordance with the Plan and such Equity shares shall rank *pari passu* in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion, deem necessary for such purpose from time to time, in conformity with the provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.”

BY ORDER OF THE BOARD

R. R. KENKARE

President & Head – Legal & Company Secretary

Registered Office:

Thomas Cook Building,
Dr. D. N. Road, Fort, Mumbai 400 001

Dated: 17th March, 2010

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy form, in order to be valid, should be lodged with the Company at its registered office at least 48 hours before the scheduled time of the meeting.
2. The Register of Members and the Share Transfer Register of the Company will remain closed from Thursday, 6th May, 2010 to Wednesday, 12th May, 2010 (both days inclusive).
3. The Dividend when declared, will be payable to those shareholders of the Company, holding shares in physical form, whose names appear in the Register of Members of the Company on Wednesday, 12th May, 2010 and to those shareholders of the Company, holding shares in electronic form, whose names appear in the Benpos (Beneficiary Position) download received from the depositories as of end of day of Wednesday, 5th May, 2010.

4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least ten (10) days before the date of the Meeting, so that the information required may be made available at the meeting.
5. Members are requested to bring the attendance slips alongwith their copies of the Report and accounts to the meeting. As a measure of economy, copies of the annual report will not be distributed at the Annual General Meeting.
6. 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.
7. 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.
8. Members may please note that pursuant to the provisions of Section 205(A)(5) of the Companies Act, 1956, dividend for the financial year 2003 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 pursuant to Section 205C of the Companies Act, 1956, as and when the same falls due for such transfer. Members who have not encashed their dividend warrants for the financial year 2003 or thereafter are requested to write to the Company's Registrars and Transfer Agents. All Unclaimed Dividend remaining unpaid/ unclaimed for the financial period 31st October, 2001, has been transferred and for the financial year ended 31st October, 2002, dividend for which was declared at the Annual General Meeting of the members held on 24th February, 2003 will be transferred by April, 2010 to the Investor Education and Protection Fund.
Members are requested to note that no claim shall lie against the Company or the said Fund in respect of any amounts which are unclaimed and unpaid for a period of seven years from the dates that they first become due for payment and no payment shall be made in respect of any such claims.
9. Nomination facility for shares is available for members. For members holding shares in physical form, the prescribed format is attached and can also be obtained from the Company's Registrars 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.
10. Mr. Hoshang S. Billimoria, Mr. Anant Vishnu Rajwade and Mr. Rakshit Desai retire by rotation and are eligible for re-appointment at the Annual General Meeting.
Brief résumés of the Directors being appointed/re-appointed are included in the Corporate Governance Report forming a part of the Annual Report.

EXPLANATORY STATEMENT

As required under Section 173(2) of the Companies Act, 1956, the Explanatory Statement sets out all the material facts concerning the Special Business referred to in the accompanying Notice dated 17th March, 2010.

Item No. 8

Mr. Ramesh Savor was appointed as an Additional Director on the Board of Directors at the Board Meeting held on 28th May, 2009 with effect from 29th May, 2009. As Additional Director he holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received notice in writing under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of a Director liable to retire by rotation.

The Directors recommend the passing of the Ordinary Resolution.

No Director other than Mr. Ramesh Savor may be considered to be concerned or interested in the above.

Item No. 9

Mr. Krishnan Ramachandran was appointed as an Additional Director on the Board of Directors at the Board Meeting held on 28th May, 2009 with effect from 29th May, 2009. As Additional Director he holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received notice in writing under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of a Director liable to retire by rotation.

The Directors recommend the passing of the Ordinary Resolution.

No Director other than Mr. Krishnan Ramachandran may be considered to be concerned or interested in the above.

Item No. 10

Mr. Mahendra Kumar Sharma was appointed as an Additional Director on the Board of Directors at the Board Meeting held on 28th May, 2009 with effect from 29th May, 2009. As Additional Director he holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received notice in writing under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of a Director liable to retire by rotation.

The Directors recommend the passing of the Ordinary Resolution.

No Director other than Mr. Mahendra Kumar Sharma may be considered to be concerned or interested in the above.

Item Nos. 11a & 12a

The Year 2009 was a year of challenges and uncertainties for most of the businesses in India and overseas, more so the Travel and travel related services Sector in which your Company is placed. Continued recession across world and India which led to lower spends on travel by various segments of customers, sharp volatility in currencies, swine flu scare, aftermath of terror attacks towards the end of 2008 etc. affected the Company's travel and foreign exchange businesses thus impacting the top line and bottom line of the Company. And as such there is inadequacy of profits during the financial year 2009. In view of the same, the remuneration paid to Mr. Madhavan Menon and Mr. Vinayak K. Purohit during the financial year ended 31st December, 2009 is in excess of the limits of remuneration payable pursuant to Sections 198, 309, 310 read with Schedule XIII of the Companies Act, 1956, as per the terms of their appointment. The details of the excess remuneration paid to Mr. Madhavan Menon and Mr. Vinayak K. Purohit for the financial year 2009, are given below for ready reference:

For the period 01-01-2009 to 31-12-2009	Mr. Madhavan Menon	Mr. Vinayak K. Purohit
Particulars	Amount (Rs.)	Amount (Rs.)
Basic Salary	5,726,688	3,533,808
Other Allowances*	6,401,227	8,974,558
Perquisites**	1,947,600	21,600
Commission	—	—
PF & Superannuation	1,546,212	954,132
Total Remuneration	15,621,727	13,484,098

For the period 01-01-2009 to 31-12-2009	Mr. Madhavan Menon	Mr. Vinayak K. Purohit
Particulars	Amount (Rs.)	Amount (Rs.)
Less: PF & Superannuation	1,546,212	954,132
Net Remuneration	14,075,515	12,529,966
Maximum Permissible Limit – As per Schedule XIII	4,200,000	4,200,000
Excess Remuneration	9,875,515	8,329,966

Note: * Other Allowances includes HRA, Ex-gratia, Unclaimed reimbursements & Medical reimbursements

** Perquisites include for House accommodation & Car perk

In view of the above, the Company had applied to the Central Government for its approval. The remuneration paid to the above managerial persons during 2009 needs to be also approved by the members. The resolutions under agenda Item Nos. 11a & 12a are submitted to the members for their approval.

A copy each of the Original Agreements and of the Draft Supplemental Service Agreements proposed to be entered into by the Company with Mr. Madhavan Menon and Mr. Vinayak K. Purohit are available for inspection by the Members at the Registered Office of the Company on all its working days except Saturdays, Sundays and public holidays between 11 a.m. and 1 p.m. upto the date of the ensuing Annual General Meeting and will also be available for inspection at the Meeting.

THE STATEMENT OF DISCLOSURES PURSUANT TO SECTION II OF PART II OF SCHEDULE XIII OF THE COMPANIES ACT, 1956 UNDER CLAUSE 1(c)(iv)

I. General Information:

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

Financial Performance of the Company (Standalone figures)

(Rs. in Crores)

Particulars	2007	2008	2009
Total Turnover	214	250.66	218.73
Profit Before Tax	39.28	53.64	34.10
Net Profit After Tax	33	30.19	22.16
Dividends	124	93	80

- (5) Export performance and net foreign exchange collaborations – During the year, the foreign exchange earnings amounted to Rs. 580 million, whereas, the Company has incurred Rs. 65 million as expenditure in foreign currencies. There are no Foreign Exchange collaborations.

- (6) Foreign investments or collaborators, if any –

The Company has the following foreign investments:

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	1655500	73,248,730
2.	Tangerine Beach Hotel Limited, Sri Lanka	Ordinary Shares of SLR 10 each	393662	1,279,624
3.	Visa Inc., USA	Class C (Series I) Common Stock of USD 0.0001 each	676	962,589

There are no foreign collaborators or foreign investment of collaborators. However, as on 31st December, 2009, the total Foreign Shareholding is 164173997 shares constituting 77.65% of the paid-up equity share capital of the Company which includes Promoter holding of 163471449 shares constituting 77.31%; FII / FFI holding of 331370 shares constituting 0.16% and NRI holding of 371178 shares constituting 0.18%.

II. Information about the appointees:

A) Mr. Madhavan Menon:

- (1) Background details –

Mr. Madhavan Menon (B.A. (Business), Georgetown 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 for a term of three years with effect from 1st May, 2000 to 30th April, 2003, re-appointed for a further period of three years w.e.f. 1st May, 2003 to 30th April, 2006. He was appointed as the Managing Director of Thomas Cook (India) Limited (TCIL) with effect from 27th April, 2006 for a period of three years and was re-appointed by the Board of Directors for a further term of three years w.e.f. 1st May, 2009 and which was approved by the members at the Annual General Meeting held on 28th May, 2009.

His previous assignment prior to joining TCIL was as Chief Operations & Administrative Officer of Birla Sunlife Asset Management Co. (AMC) Ltd.

His responsibilities in TCIL include achievement of planned revenues through business development and growth. In addition to being responsible for overall business, Mr. Menon heads the Foreign Exchange department and is responsible for the Foreign Exchange business of the Company.

- (2) Past remuneration

Amount (Rs.)

Particulars	2007	2008	2009
Basic Salary & Allowance	4,507,875	5,641,089	5,726,688
Perquisites	6,613,635	7,997,525	8,248,827
Commission	3,440,000	1,310,000	–
PF & Superannuation	1,800,459	2,020,890	1,646,212
TOTAL	16,361,969	16,969,504	15,621,727

- (3) Recognition or awards: He has a total experience of over 30 years. His expertise spans over Banking, Finance and Travel-related Foreign Exchange Management.

- (4) 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. In addition, he heads the Foreign Exchange department and is responsible for the Foreign Exchange business of the Company. 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 Managing Director.

- (5) Remuneration proposed: As stated in agenda Item No. 11b.
- (6) 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 w.r.t. 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 of persons, is not less than the remuneration of Mr. Madhavan Menon.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: None

B) Mr. Vinayak K. Purohit**(1) Background details –**

Mr. Vinayak K. Purohit, born on 3rd November 1955, is a Chartered Accountant and a Finance person by profession. He joined Thomas Cook (India) Limited as its Executive Director – Finance with effect from 14th May, 2007. Mr. Purohit is a graduate of the Commerce discipline from Mumbai University, as also an Associate Member of The Institute of Chartered Accountants of India.

Mr. Purohit started his career in 1979 as an Accounts Officer with Nirlon Limited. In 1984, he moved to Britannia Industries Limited where he served for 8 years and was working as Corporate Accounts Manager. In 1992, he joined Marico Industries Limited as General Manager – Finance. From 1997, he has been serving as Chief Financial Officer of Companies such as GE Countrywide Financial Services Limited, Rediff.com India Limited, BPL Mobile Communications Limited, Crest Animation Limited and HT Media Limited.

He joined Thomas Cook (India) Limited from HT Media Limited, New Delhi where he held the position of Chief Financial Officer for a year.

(2) Past remuneration

Amount (Rs.)

Particulars	2007	2008	2009
Basic Salary & Allowance	6,277,465	3,494,324	3,533,808
Perquisites	3,605,780	6,335,014	6,546,158
Commission	1,830,000	1,060,000	–
PF & Superannuation	2,856,173	4,721,462	3,404,132
TOTAL	14,569,418	15,610,800	13,484,098

(3) Recognition or awards: He has over 29 years of experience and has been involved in finance operations since long, spanning several industry sectors such as manufacturing, Information Technology, media, telecom, financial services sectors, etc.**(4) Job profile and his suitability:**

Mr. Vinayak K. Purohit has overall responsibility for Finance and Accounting Functions of the Company in India as also its subsidiaries in India and overseas. He also oversees the Administration function of the Company.

Mr. Purohit was instrumental in restructuring the debt-equity ratio of the Company, bringing it down to 0.6:1 in 2009 from 5:1 in 2008. Due to this, the Company was able to achieve a P1+ rating from CRISIL. Further, he took tax planning initiatives which brought down the tax expense as also active participation in the post-acquisition integration activities.

Having regard to the role, responsibility and expertise of Mr. Purohit, it would be in the interest of the Company to have him on the Board as Executive Director – Finance.

(5) Remuneration proposed: As stated in agenda Item No. 12b.**(6) 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 w.r.t. 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 of persons, is not less than the remuneration of Mr. Vinayak K. Purohit.**(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** None**C) Mr. Rakshit Desai****(1) Background details –**

Mr. Rakshit Desai, aged 34, was appointed as Executive Director – Travel Services with effect from November 25, 2008.

He joined the Thomas Cook Group in 2003 and had the privilege of engaging across a broad range of strategic, commercial and operational areas internationally. The successful restructuring and turnaround of the Canadian retail business led to a series of Director - level roles responsible for the outsourcing and off shoring of the UK back office; leading the operations of thomascook.com; M&A in Financial Services; and subsequently membership of the UK Executive Board overseeing strategic planning, post-merger integration and general business transformation. Prior to joining the Thomas Cook Group, he was with Roland Berger Strategy Consultants, London where he specialised in strategic and transformational issues for major multinational corporations.

He has a B.Com degree from Sydenham College, Mumbai; an MBA from Griffith University, Australia and M.Sc. from The London School of Economics, UK.

(2) Past remuneration from Thomas Cook (India) Limited

Amount (Rs.)

Particulars	2008*	2009
Basic Salary & Allowance	812,900	8,129,004
Perquisites	1,562,900	14,463,675
Commission	–	–
PF & Superannuation	97,548	975,480
TOTAL	2,473,348	23,568,159

* With effect from 25th November, 2008.

(3) Recognition or awards: Mr. Desai has specialised in strategic and transformational issues for major multinational corporations. He has successfully restructured and turned around the Canadian Retail business of Thomas Cook UK into a profitable business.**(4) Job profile and his suitability:**

Mr. Rakshit Desai has vast knowledge of the international practices and processes followed in matured travel markets across Europe, North America and the Middle East which would enable the Company and its subsidiaries to grow the travel businesses substantially. He is also in-charge of the Travel Operations of the subsidiaries. The Company believes that despite the current economic slowdown that has impacted the travel and tourism business world wide, Mr. Desai's contribution to travel business will enable it to reach new heights.

With Mr. Desai at the helm of the Travel Businesses at Thomas Cook India, it would enable the Company and its subsidiaries to grow the travel businesses substantially in size, deliver quality earning consistent with brand leadership and achieve growth and earning objectives through customer delight. He is also in-charge of the Travel Operations of the subsidiaries.

One of the key responsibilities would be to integrate India business with Thomas Cook world wide and derive the synergy benefits in this process by using the existing resources such as people, place, aircrafts, relationships, technology etc.

Having regard to the role, responsibility and expertise of Mr. Desai, it would be in the interest of the Company to have him on the Board as Executive Director – Travel Services.

- (5) Remuneration proposed: As stated above
- (6) 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 w.r.t. 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 of persons, is not less than the remuneration of Mr. Rakshit Desai.
- (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 Year 2009 was a year of challenges and uncertainties for most of the businesses in India and overseas, more so the Travel and travel related services Sector to which our Company belongs. Continued recession across world and India which led to lower spends on travel by various segments of customers, sharp volatility in currencies, swine flu scare, aftermath of terror attacks towards the end of 2008 etc. affected the Company's travel and foreign exchange businesses thus impacting the top line and bottom line of the Company. The worldwide recession has also affected the Company's business:

- There has been a substantial reduction in the Corporate Travel Business
- Loss of jobs in world market resulting in reduction in the inbound travel
- Adverse impact on the outbound travel

The arrivals of foreign tourists got impacted by the bomb blasts in certain attractive and preferred tourist hubs in India and the situation was further aggravated by the 26/11 terror attack. The decline in profits of the Company is primarily due to the said global crisis and uncontrollable factors.

- (2) Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

The Company has embarked on a series of strategic and operational measures such as expanding distribution network, new products, customer segmentation, 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, huge customer base and team of motivated employees are also expected to enable the Company to position itself during adversities. The Company also restructured its capital position, bringing down the debt-equity ratio to 0.6:1 in 2009 from 5:1 in 2008, thereby reducing finance costs substantially. The Company has strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottomline.

Item No. 11b

The Company at its 32nd Annual General Meeting held on 28th May, 2009, passed the Ordinary Resolution for appointment of Mr. Madhavan Menon as Managing Director for period of 3 years with effect from 1st May, 2009 to 30th April, 2012.

Pursuant to the recommendation of Recruitment & Remuneration Committee at its meeting held on 17th March, 2010, the Board of Directors at its meeting held on 17th March, 2010, approved, subject to the necessary approvals (including that of the Central Government),

the revision in remuneration by a variation in agreement to be executed between the Company and Mr. Madhavan Menon with effect from 1st February, 2010 upto 30th April, 2012, i.e. till the expiry of his residual tenure as Managing Director of the Company.

However, the remuneration for the month of January 2010 shall be paid as per the existing agreement dated 29th April, 2009 (hereinafter referred to as the 'Original Agreement').

In the event of absence or inadequacy of profits for the financial year(s) 2010 or thereafter, it may be necessary to obtain the approval of Central Government to pay the remuneration to Mr. Madhavan Menon as per the terms of his appointment and remuneration mentioned hereinunder as the minimum remuneration in such year(s), during the currency of his tenure. However, pending the receipt of approval from the Central Government, Mr. Madhavan Menon, Managing Director shall draw minimum remuneration for the financial year(s) 2010 and thereafter as stated hereinunder.

The revised terms and conditions to be mentioned in the draft agreement (hereinafter referred to as the 'Supplemental Service Agreement') are as under:

REMUNERATION:

I. For the month of January 2010:

Amount (Rs.)	
Particulars	01-01-2010 to 31-01-2010
Basic Salary	477,224
Other Allowance	475,974
Perquisites, Other allowances and benefits *	162,900
Commission	0
PF & Superannuation	128,851
TOTAL	1,244,949

* Includes perquisite value of car and house rent for one month. The same is subject to valuation as per income-tax rules.

II. For the month of February 2010 onwards till the residual period of his tenure i.e. upto 30th April, 2012:

A) SALARY

In the scale of Rs. 3,50,000/- to Rs. 5,50,000/- (Rupees Three Lakh Fifty Thousand to Rupees Five Lakh Fifty Thousand Only) per month subject to such annual increments as the Recruitment & 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 at the end of every financial year, as the Board may in its absolute discretion determine and approve.

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, as detailed in the Compensation & Benefits Sheet attached to the said agreement and which is an integral part of the Agreement:

Housing: Accommodation (furnished or otherwise) as per the Company's policy in this regard, or House Rent Allowance in lieu thereof.

If Mr. Menon chooses to opt for residential accommodation provided by the Company, the provision of residential accommodation by the Company to Mr. Menon is however conditional upon his continuing in employment with the Company as a 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 a Managing Director for any reason whatsoever.

Car: Mr. Menon and his family shall be entitled to the use of a car, and all expenses for the maintenance, running and upkeep of such car, subject to the same not exceeding Rs. 23,00,000 (Rupees Twenty Three Lakh) per annum.

Telephone: Mr. Menon shall be entitled to the use of a telephone (Company owned telephone line) at his residence, fax machine, and 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.

Club Fees: Reimbursement of membership fees, as per Company policy.

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.

Personal Accident Insurance for Mr. Menon only.

Health Check Up: The Company shall bear the cost of an Annual Comprehensive Health check up of Mr. Menon only.

Any other benefit/perquisite as may be determined by the Board at its discretion from time to time.

E) RETIREMENT BENEFITS

Company's contribution to Provident Fund as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and Superannuation as per Company's policy and Gratuity payable as per the rules of the Company for the time being in force. The value of such benefits shall not be included in the computation of the ceiling on the remuneration or perquisites aforesaid, to the extent these are not taxable under the Income-tax Act, 1961.

F) BENEFITS AND AMENITIES

The following shall not be included for the purpose of computation of remuneration or Perquisites as aforesaid:

- i. Company's contribution to Provident Fund as per Company's rules to the extent this is not taxable under the Income-tax Act, 1961
- ii. Gratuity as per Company's rules
The expression "family" used in the Agreement, shall mean Mr. Menon's spouse and dependent children or as determined by the Company from time to time.

G) INCOME-TAX, if any, on or in respect of the entire remuneration payable to him shall be borne and paid by Mr. Menon.

H) ANNUAL LEAVE

Mr. Menon will be entitled to Annual Leave of 30 days, inclusive of Casual Leave and Sick Leave. Administration of this Leave will be in accordance with the Rules and Regulations of the Company for the time being in force.

Other Terms:

Notwithstanding anything herein contained, it is expressly agreed and understood that:

- (a) the total remuneration and perquisites payable by the Company to Mr. Menon, including salary, performance bonus and perquisites as aforesaid shall be subject to, unless otherwise approved by the Central Government, the overall ceiling on managerial remuneration prescribed in the Act. The audited accounts of the Company shall be final and conclusive with regard to the determination of the Company's net profits computed in the manner prescribed under the Act.

- (b) where in any financial year during the tenure of Mr. Menon's employment with the Company as Managing Director, the Company has no profits or its profits are inadequate, unless otherwise approved by the Members of the Company and the Central Government, the aforesaid remuneration payable by the Company to Mr. Menon shall be paid as minimum remuneration.

- (c) the Board of Directors may increase, augment and / or enhance or vary the remuneration agreed to be paid from time to time to Mr. Menon subject to and in accordance with the applicable provisions of the Act and/or the Guidelines for Managerial Remuneration, or approval, issued by the Central Government or other appropriate authority in that behalf as in force and as amended from time to time.

Save as aforesaid, Mr. Menon shall not be entitled to any other payment, benefit or perquisite, whether by way of salary, remuneration, compensation, sitting fees for attending meetings of the Board or otherwise, for or in respect or by virtue of his employment with the Company as a Managing Director.

Mr. Menon shall not be engaged or interested, directly or indirectly, in any business, activities, operations or undertaking of a nature similar to or competitive with the Company's business or in any manner conflicting with or adversely affecting the Company's interest. Mr. Menon shall not, so long as he functions as the Managing Director of the Company, become interested or otherwise concerned, directly or through his wife, sons or unmarried daughters, in any selling agency of the Company without the prior approval of the Company and the Central Government. Provided however that it shall be permissible to Mr. Menon to hold shares of any other Company or Companies quoted on a recognised Stock Exchange or of any other company not in the same line of business as the Company or not having dealings with the Company. The holding of such shares shall not be deemed a contravention of this clause.

Mr. Menon shall not, during his tenure as Managing Director, or at any time thereafter, without the prior consent in writing, of the Board in that behalf, divulge or disclose to any person whomsoever or make any use whatever for his own or for any other purpose any information or knowledge obtained by him during his tenure as Managing Director as to the business or affairs of the Company, or as to any operations or activities or methods or trade secrets or finances or other confidential information of the Company or any of its subsidiaries, associates or affiliate companies or clients and shall use his best endeavours to prevent any other person from doing so. Provided however that, any such divulgence or disclosure by Mr. Menon to the officers and employees of the Company to the extent required for the proper performance of his duties as Whole-time Director shall not be deemed to be a contravention of this clause.

Notwithstanding anything to the contrary herein contained or implied:

- (a) The Company shall be entitled to terminate the Agreement at any time by giving Mr. Menon six months' prior notice in writing in that regard without assigning any reason or upon payment to Mr. Menon of the Basic Salary payable to him for a period of six months' in lieu of such notice, save and except in the case of change of ownership/management control.
- (b) Mr. Menon shall be entitled to terminate the Agreement at any time by giving to the Company six months' prior notice in writing in that regard without assigning any reason.

Notwithstanding anything to the contrary herein contained, the Company may terminate the Agreement with immediate effect, by notice in writing, without incurring any obligation to give 6 months' notice or to pay in lieu of notice period, if Mr. Menon:

- (a) commits a breach of any of the terms, provisions or covenants herein contained;
- (b) is found to be guilty of inattention, negligence, dishonesty or misconduct by the Board;
- (c) becomes disqualified or unable to act as a director of the Company for any reason whatsoever, including pursuant to the provisions of Sections 203, 274, 283 and 388E of the Act; and
- (d) is unable or is prevented by reason of ill health or accident, disability, physical or mental, from performing his duties under the Agreement for a period of six months in any twelve consecutive calendar months.

Upon expiry or earlier determination of the Agreement for any reason, Mr. Menon shall cease to be in the employment of the Company as Whole-time Director, whereupon, he shall ipso facto cease to be a Director of the Company and/or the Company's subsidiary company / affiliate company / associate company(ies), as the case may be.

Mr. Menon shall not, as long as he continues to hold the office of the Managing Director, be liable to retire by rotation. If he ceases to hold the office of Director for any cause whatsoever, he shall ipso facto and immediately cease to be the Managing Director of the Company and vice-versa without the Company incurring any obligation to give any notice or to pay Mr. Menon for the notice period salary.

Change in the ownership / effective control of the Management:

In the event of a change in the ownership / effective control of the Management of the Company taking place during the continuance of the Agreement, the Company shall be entitled to terminate the Agreement by notice in writing to Mr. Menon. If such termination takes place within 12 months from the date of such change in the ownership / effective control, but prior to the expiry of the Agreement, the Company shall pay to Mr. Menon as compensation for loss of office of Managing Director in one single payment of the amount as may be payable pursuant to the provisions of the Companies Act, 1956, exclusive of performance bonus.

No such payment shall however be made to Mr. Menon in the event of the commencement of the winding up of the Company, whether before, or at anytime within 12 months after, the date on which he ceased to hold office, if the assets of the Company on the winding up, after deducting the expenses thereof, are not sufficient to repay to the shareholders of the Company the Share Capital (including the premiums, if any) contributed by them.

For the purpose of this Clause, the term "change in effective control" of the Management of the Company shall mean the reduction of the shareholding of Thomas Cook UK Limited and / or its associates to 50% or less of the Issued, Subscribed and Paid-up Share Capital of the Company for the time being.

The Company may, if it considers necessary for the protection of its business interests, trade secrets and confidential information, require of Mr. Menon that he shall not, for a period of twelve (12) months from the termination of his Agreement, either directly or indirectly, and whether alone or in conjunction with or on behalf of any other person,

and whether as a principal, shareholder, director, employee, agent, consultant, partner or otherwise, and whether for or without remuneration, be in any manner engaged, concerned or interested in or have any business dealings with any other person, organisation or a company carrying on or engaged in business which is the same as or similar to the business in which the Company is engaged in. Mr. Menon hereby agrees and undertakes to comply strictly with the Company's aforesaid requirement and in consideration of him doing so, the Company shall pay to Mr. Menon during the said period, compensation equal to his last drawn salary every month for a period of twelve (12) months.

All other terms and conditions stated in the Original Agreement shall be applicable accordingly, except as mentioned hereinabove.

The Compensation and Benefit Sheet be amended accordingly.

The managerial remuneration paid to Mr. Madhavan Menon, Managing Director, for the period between 1st January, 2010 to 31st January, 2010 and proposed increment in remuneration for the period from 1st February, 2010 to 30th April, 2012 are as under:

Amount (Rs.)

Particulars	01-01-2010 to 31-01-2010	01-02-2010 to 30-04-2012 (Annual Basis)
Basic Salary	477,224	6,296,274
Other Allowance	475,974	6,296,274
Perquisites, Other Allowances & Benefits *	162,900	5,856,000
Commission/ Performance Bonus	—	**
PF & Superannuation	128,851	1,699,994
TOTAL	1,244,949	20,148,542

* Includes perquisite value of car. The same is subject to valuation as per income-tax rules.

** Commission / Performance Bonus shall be at the absolute discretion of the Recruitment & Remuneration Committee and/ or the Board of Directors of the Company

Mr. Madhavan Menon possesses a vast experience of over 30 years. His expertise spans over Banking, Finance & Travel related Foreign Exchange management. He is primarily responsible for achievement of planned revenues through business development & growth. He is associated with the Company since long. He is one of the core managerial personnel, who uses his wide business networks in expanding the business opportunities of the Company. In addition to being responsible for overall business, Mr. Menon heads the Foreign Exchange Department and is responsible for the Foreign Exchange business of the Company. 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 Managing Director and in the opinion of the Board, the proposed increment in remuneration is commensurate with his qualifications and expertise in the industry.

A copy each of the Original Agreement dated 29th April, 2009 and of the Draft Supplemental Service Agreement proposed to be entered into by the Company with Mr. Madhavan Menon is available for inspection by the Members at the Registered Office of the Company on all its working days except Saturdays, Sundays and public holidays between 11 a.m. and 1 p.m. upto the date of the ensuing Annual General Meeting and will also be available for inspection at the Meeting.

The Board of Directors, therefore, recommend the passing of the Special Resolution contained in Item No. 11b of the accompanying Notice.

No Director other than Mr. Madhavan Menon may be considered to be concerned or interested in the said resolution.

The members may carefully refer to the Statement of Disclosures pursuant to Section II of Part II of Schedule XIII of the Companies Act, 1956 under Clause 1(c)(iv) reflected in explanatory statement to Item Nos. 11a & 12a of the Notice.

Item No. 12b

The Company at its 30th Annual General Meeting held on 25th June, 2007, passed the Ordinary Resolution for appointment of Mr. Vinayak K. Purohit as Whole-time Director designated as Executive Director – Finance for period of 3 years with effect from 14th May, 2007 to 13th May, 2010. At its 31st Annual General Meeting held on 27th June, 2008, the Company approved variation in his agreement by passing another Ordinary Resolution.

Pursuant to the recommendation of Recruitment & Remuneration Committee at its meeting held on 17th March, 2010, the Board of Directors at its meeting held on 17th March, 2010, approved, subject to the necessary approvals (including that of the Central Government), the revision in remuneration by a variation in the agreement to be executed between the Company and Mr. Vinayak K. Purohit with effect from 1st February, 2010 upto 13th May, 2010, i.e. till the expiry of his residual tenure as Executive Director – Finance of the Company.

However, the remuneration for the month of January 2010 shall be paid as per the existing agreements dated 14th May, 2007 (hereinafter referred to as the 'Original Agreement') and 30th November, 2007 (hereinafter referred to as the 'First Supplemental Service Agreement').

In the event of absence or inadequacy of profits for the financial year 2010, it may be necessary to obtain the approval of Central Government to pay the remuneration to Mr. Vinayak K. Purohit as per the terms of his appointment and remuneration mentioned hereinunder as the minimum remuneration in such year, during the currency of his tenure. However, pending the receipt of approval from the Central Government, Mr. Vinayak K. Purohit, Executive Director – Finance shall draw minimum remuneration for the financial year 2010 as stated hereinunder.

The revised terms and conditions to be mentioned in the draft agreement (hereinafter referred to as the 'Second Supplemental Service Agreement') are as under:

REMUNERATION:

I. For the month of January 2010:

Amount (Rs.)	
Particulars	01-01-2010 to 31-01-2010
Basic Salary	294,484
Other Allowance	294,484
Perquisites, Other allowances and benefits *	219,067
Commission	–
PF & Superannuation	79,511
TOTAL	887,546

* Includes perquisite value of car for one month. The same is subject to valuation as per income-tax rules.

II. For the month of February 2010 onwards till the residual period of his tenure i.e. upto 13th May, 2010:

A) SALARY

In the scale of Rs. 2,00,000/- to Rs. 4,00,000/- (Rupees Two Lakh to Rupees Four Lakh Only) per month subject to such annual increments as the Recruitment & Remuneration Committee and/or the Board may determine and approve, from time to time.

B) OTHER ALLOWANCE

Restricted to an amount equivalent to Mr. Purohit's Annual Basic Salary.

C) PERFORMANCE BONUS

Bonus at the end of every financial year, as the Board may in its absolute discretion determine and approve.

D) PERQUISITES

In addition to Salary, Other Allowance and Performance Bonus, Mr. Purohit shall be entitled to the following perquisites as per the rules of the Company, as detailed in the Compensation & Benefits Sheet attached to the said agreement and which is an integral part of the Agreement:

Housing: Accommodation (furnished or otherwise) as per the Company's policy in this regard, or House Rent Allowance in lieu thereof.

If Mr. Purohit chooses to opt for residential accommodation provided by the Company, the provision of residential accommodation by the Company to Mr. Purohit is however conditional upon his continuing in employment with the Company as Executive Director – Finance and the use and occupation of the same by Mr. Purohit shall cease immediately upon his ceasing to be in the employment of the Company as Executive Director – Finance for any reason whatsoever.

Car: Mr. Purohit and his family shall be entitled to the use of a car, and all expenses for the maintenance, running and upkeep of such car, subject to the same not exceeding Rs. 9,00,000 (Rupees Nine Lakh) per annum.

Telephone: Mr. Purohit shall be entitled to the use of a telephone (Company owned telephone line) at his residence, fax machine, and 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.

Club Fees: Reimbursement of membership fees, as per Company policy.

Medical Hospitalization Insurance: a suitable medical insurance policy, covering hospitalization of Mr. Purohit and his family, whilst Mr. Purohit is in the employment of the Company.

Personal Accident Insurance for Mr. Purohit only.

Health Check Up: The Company shall bear the cost of an Annual Comprehensive Health check up of Mr. Purohit only.

Any other benefit/perquisite as may be determined by the Board at its discretion from time to time.

E) RETIREMENT BENEFITS

Company's contribution to Provident Fund as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and Superannuation as per Company's policy and Gratuity payable as per the rules of the Company for the time being in force. The value of such benefits shall not be included in the computation of the ceiling on the remuneration or perquisites aforesaid, to the extent these are not taxable under the Income-tax Act, 1961.

F) BENEFITS AND AMENITIES

The following shall not be included for the purpose of computation of remuneration or Perquisites as aforesaid:

- Company's contribution to Provident Fund as per Company's rules to the extent this is not taxable under the Income-tax Act, 1961
- Gratuity as per Company's rules

The expression "family" used in the Agreement, shall mean Mr. Purohit's spouse and dependent children or as determined by the Company from time to time.

- G) INCOME-TAX**, if any, on or in respect of the entire remuneration payable to him shall be borne and paid by Mr. Purohit.

H) ANNUAL LEAVE

Mr. Purohit will be entitled to Annual Leave of 30 days, inclusive of Casual Leave and Sick Leave. Administration of this Leave will be in accordance with the Rules and Regulations of the Company for the time being in force.

All other terms and conditions stated in the Original Agreement and the First Supplemental Service Agreement shall be applicable accordingly, except as mentioned hereinabove.

The Compensation and Benefit Sheet shall be amended accordingly.

The managerial remuneration paid to Mr. Vinayak K. Purohit, Executive Director – Finance, for the period between 1st January, 2010 and 31st January, 2010 and proposed increment in remuneration for the period from 1st February, 2010 to 13th May, 2010 are as under:

Amount (Rs.)

Particulars	01-01-2010 to 31-01-2010	01-02-2010 to 13-05-2010 (Annual Basis)
Basic Salary	294,484	3,905,783
Other Allowance	294,484	3,905,783
Perquisites, Other Allowances & Benefits *	219,067	5,810,000
Commission/ Performance Bonus	—	**
PF & Superannuation	79,511	1,054,561
TOTAL	887,546	14,676,127

* Includes perquisite value of car. The same is subject to valuation as per income-tax rules.

** Commission / Performance Bonus shall be at the absolute discretion of the Recruitment & Remuneration Committee and/ or the Board of Directors of the Company

Mr. Vinayak K. Purohit, born on 3rd November 1955, is a Chartered Accountant and a Finance person by profession. He joined Thomas Cook (India) Limited as its Executive Director – Finance with effect from 14th May, 2007. Mr. Purohit is a graduate of the Commerce discipline from Mumbai University, as also an Associate Member of The Institute of Chartered Accountants of India.

Mr. Purohit started his career in 1979 as an Accounts Officer with Nirlon Limited. In 1984, he moved to Britannia Industries Limited where he served for 8 years and was working as Corporate Accounts Manager. In 1992, he joined Marico Industries Limited as General Manager – Finance. From 1997, he has been serving as Chief Financial Officer of Companies such as GE Countrywide Financial Services Limited, Rediff.com India Limited, BPL Mobile Communications Limited, Crest Animation Limited and HT Media Limited.

He joined Thomas Cook (India) Limited from HT Media Limited, New Delhi where he held the position of Chief Financial Officer for a year.

Despite the current economic slowdown that has impacted the travel and tourism business world wide, Mr. Purohit's contribution will enable the Company to reach new heights.

A copy each of the Original Agreement dated 14th May, 2007, the First Supplemental Service Agreement dated 30th November 2007 and of the Draft Second Supplemental Service Agreement proposed to be entered into by the Company with Mr. Vinayak K. Purohit is available for inspection by the Members at the Registered Office of the Company on all its working days except Saturdays, Sundays and public holidays between 11 a.m. and 1 p.m. upto the date of the ensuing Annual General Meeting and will also be available for inspection at the Meeting.

The Board of Directors, therefore, recommend the passing of the Special Resolution contained in Item No. 12b of the accompanying Notice.

No Director other than Mr. Vinayak K. Purohit may be considered to be concerned or interested in the said resolution.

The members may carefully refer to the Statement of Disclosures pursuant to Section II of Part II of Schedule XIII of the Companies Act, 1956 under Clause 1(c)(iv) reflected in explanatory statement to Item Nos. 11a & 12a of the Notice.

Item No. 12c

Mr. Vinayak K Purohit, born on 3rd November, 1955, is a Chartered Accountant and a Finance person by profession. He joined Thomas Cook (India) Limited as its Executive Director – Finance with effect from 14th May, 2007. Mr. Purohit is a graduate of the Commerce discipline from Mumbai University, as also an Associate Member of The Institute of Chartered Accountants of India.

Mr. Purohit started his career in 1979 as an Accounts Officer with Nirlon Limited. In 1984, he moved to Britannia Industries Limited where he served for 8 years and was working as Corporate Accounts Manager. In 1992, he joined Marico Industries Limited as General Manager – Finance. From 1997, he has been serving as Chief Financial Officer of Companies such as GE Countrywide Financial Services Limited, Rediff.com India Limited, BPL Mobile Communications Limited, Crest Animation Limited and HT Media Limited.

He joined Thomas Cook (India) Limited from HT Media Limited, New Delhi where he held the position of Chief Financial Officer for a year.

Pursuant to recommendation of Recruitment & Remuneration Committee at its meeting held on 17th March, 2010, the Board of Directors at their meeting held on 17th March, 2010, approved the re-appointment of Mr. Vinayak K. Purohit, as Wholetime Director designated as an Executive Director – Finance for a period of 3 years with effect from May 14, 2010 to May 13, 2013, subject to the approval of members of the Company and of Central Government, if any, as may be required. The material terms and conditions as approved by the Board of Directors and contained in the draft agreement to be entered into between Mr. Vinayak K. Purohit and the Company for re-appointment are as follows:

REMUNERATION:

A) SALARY

In the scale of Rs. 4,00,000/- to Rs. 6,00,000/- (Rupees Four Lakh to Rupees Six Lakh Only) per month subject to such annual increments as the Recruitment & Remuneration Committee and/or the Board may determine and approve, from time to time.

B) OTHER ALLOWANCE

Restricted to an amount equivalent to Mr. Purohit's Annual Basic Salary.

C) PERFORMANCE BONUS

Bonus at the end of every financial year, as the Board may in its absolute discretion determine and approve, linked to Mr. Purohit's performance as Executive Director-Finance.

D) PERQUISITES

In addition to Salary, Other Allowances and Performance Bonus, Mr. Purohit shall be entitled to the following perquisites as per the rules of the Company, as detailed in the Compensation & Benefits Sheet attached to the said agreement and which is an integral part of the Agreement:

Housing: Accommodation (furnished or otherwise) as per the Company's policy in this regard, or House Rent Allowance in lieu thereof.

If Mr. Purohit chooses to opt for residential accommodation provided by the Company, the provision of residential accommodation by the Company to Mr. Purohit is however conditional upon his continuing

in employment with the Company as a Whole-time Director and the use and occupation of the same by Mr. Purohit shall cease immediately upon his ceasing to be in the employment of the Company as a Whole-time Director for any reason whatsoever.

Car: Mr. Purohit and his family shall be entitled to the use of a car, and all expenses for the maintenance, running and upkeep of such car, subject to the same not exceeding Rs. 15,00,000 (Rupees Fifteen Lakh) per annum.

Telephone: Mr. Purohit shall be entitled to the use of a telephone (Company owned telephone line) at his residence, fax machine, and 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.

Club Fees: Reimbursement of membership fees, as per Company policy.

Medical Hospitalization Insurance: a suitable medical insurance policy, covering hospitalization of Mr. Purohit and his family, whilst Mr. Purohit is in the employment of the Company.

Personal Accident Insurance for Mr. Purohit only.

Health Check Up: The Company shall bear the cost of an Annual Comprehensive Health check up of Mr. Purohit only.

Any other benefit/perquisite as may be determined by the Board at its discretion from time to time.

E) RETIREMENT BENEFITS

Company's contribution to Provident Fund as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and Superannuation as per Company's policy and Gratuity payable as per the rules of the Company for the time being in force. The value of such benefits shall not be included in the computation of the ceiling on the remuneration or perquisites aforesaid, to the extent these are not taxable under the Income-tax Act, 1961.

F) BENEFITS AND AMENITIES

The following shall not be included for the purpose of computation of remuneration or Perquisites as aforesaid:

- i. Company's contribution to Provident Fund as per Company's rules to the extent this is not taxable under the Income-tax Act, 1961
- ii. Gratuity as per Company's rules

The expression "family" used in the Agreement, shall mean Mr. Purohit's spouse and dependent children or as determined by the Company from time to time.

G) INCOME-TAX, if any, on or in respect of the entire remuneration payable to him shall be borne and paid by Mr. Purohit.

H) ANNUAL LEAVE

Mr. Purohit will be entitled to Annual Leave of 30 days, inclusive of Casual Leave and Sick Leave. Administration of this Leave will be in accordance with the Rules and Regulations of the Company for the time being in force.

Other Terms:

Notwithstanding anything herein contained, it is expressly agreed and understood that:

- (a) the total remuneration and perquisites payable by the Company to Mr. Purohit, including salary, performance bonus and perquisites as aforesaid shall be subject to, unless otherwise approved by the Central Government, the overall ceiling on managerial remuneration prescribed in the Act. The audited accounts of the Company shall be final and conclusive with regard to the determination of the Company's net profits computed in the manner prescribed under the Act.
- (b) where in any financial year during the tenure of Mr. Purohit's employment with the Company as Whole-time Director, the Company

has no profits or its profits are inadequate, unless otherwise approved by the Members of the Company and the Central Government, the aforesaid remuneration payable by the Company to Mr. Purohit shall be paid as minimum remuneration.

- (c) the Board of Directors may increase, augment and / or enhance or vary the remuneration agreed to be paid from time to time to Mr. Purohit subject to and in accordance with the applicable provisions of the Act and/or the Guidelines for Managerial Remuneration, or approval, issued by the Central Government or other appropriate authority in that behalf as in force and as amended from time to time.

Save as aforesaid, Mr. Purohit shall not be entitled to any other payment, benefit or perquisite, whether by way of salary, remuneration, compensation, sitting fees for attending meetings of the Board or otherwise, for or in respect or by virtue of his employment with the Company as a Whole-time Director.

Mr. Purohit shall not be engaged or interested, directly or indirectly, in any business, activities, operations or undertaking of a nature similar to or competitive with the Company's business or in any manner conflicting with or adversely affecting the Company's interest. Mr. Purohit shall not, so long as he functions as Director in the Whole-time employment of the Company, become interested or otherwise concerned, directly or through his wife, sons or unmarried daughters, in any selling agency of the Company without the prior approval of the Company and the Central Government. Provided however that it shall be permissible to Mr. Purohit to hold shares of any other Company or Companies quoted on a recognised Stock Exchange or of any other company not in the same line of business as the Company or not having dealings with the Company. The holding of such shares shall not be deemed a contravention of this clause.

Mr. Purohit shall not, during his tenure as Whole-time Director, or at any time thereafter, without the prior consent in writing, of the Board in that behalf, divulge or disclose to any person whomsoever or make any use whatever for his own or for any other purpose any information or knowledge obtained by him during his tenure as Whole-time Director as to the business or affairs of the Company, or as to any operations or activities or methods or trade secrets or finances or other confidential information of the Company or any of its subsidiaries, associates or affiliate companies or clients and shall use his best endeavours to prevent any other person from doing so. Provided however that, any such divulgence or disclosure by Mr. Purohit to the officers and employees of the Company to the extent required for the proper performance of his duties as Whole-time Director shall not be deemed to be a contravention of this clause.

The employment of Mr. Purohit under the Agreement shall forthwith terminate if he shall become insolvent or is adjudged an insolvent or commit an act of insolvency or make any composition or arrangement with his creditors or shall cease to be a Director of the Company.

Notwithstanding anything to the contrary herein contained:

- (a) the Company shall be entitled to terminate the Agreement at any time by giving Mr. Purohit three months' notice in writing without assigning any reason or upon payment to Mr. Purohit of the Basic salary payable to him for a period of three months' in lieu of such notice.
- (b) Mr. Purohit shall be entitled to terminate the Agreement at any time by giving to the Company three months' notice in writing without assigning any reason to the Company, or upon payment of three months' Basic Salary in lieu of such notice.

Notwithstanding anything to the contrary herein contained, the Company may terminate the Agreement with immediate effect, without incurring any obligation to give 3 months' notice or to pay in lieu of notice period, if Mr Purohit:

- (a) commits a breach of any of the terms, provisions or covenants herein contained;

- (b) is found to be guilty of inattention, negligence, dishonesty or misconduct by the Board;
- (c) becomes disqualified or unable to act as a director of the Company for any reason whatsoever, including pursuant to the provisions of Sections 203, 274, 283 and 388E of the Act; and
- (d) is unable or is prevented by reason of ill health or accident, disability, physical or mental, from performing his duties under the Agreement for a period of six months in any twelve consecutive calendar months.

Upon expiry or earlier determination of the Agreement for any reason, Mr. Purohit shall cease to be in the employment of the Company as Whole-time Director, whereupon, he shall ipso facto cease to be a Director of the Company and/or the Company's subsidiary company / affiliate company / associate company (ies), as the case may be.

Mr. Purohit shall, as long as he continues to hold the office of the Executive Director - Finance, be liable to retire by rotation. If he ceases to hold the office of Director for any cause whatsoever, he shall ipso facto and immediately cease to be the Executive Director - Finance of the Company and vice-versa without the Company incurring any obligation to give any notice or to pay Mr. Purohit for the notice period salary.

The Company may, if it considers necessary for protection of its business interests, trade secrets and confidential information, require of Mr. Purohit that he shall not, for a period of 6 months from the termination of the Agreement, either directly or indirectly, and whether alone or in conjunction with or on behalf of any other person, and whether as a principal, shareholder, director, employee, agent, consultant, partner or otherwise, be engaged, concerned or interested in or have business dealings with any other person, organisation or a company carrying on business similar to the business in which the Company is engaged in, and the Company shall, when it so requires of Mr. Purohit to desist from being engaged in or concerned with any other business, as aforesaid, pay to Mr. Purohit during the said period, compensation every month for a period of 6 months equal to his last drawn salary.

A copy of the Draft Agreement proposed to be entered into by the Company with Mr. Vinayak K. Purohit is available for inspection by the Members at the Registered Office of the Company on all its working days except Saturdays, Sundays and public holidays between 11 a.m. and 1 p.m. upto the date of the ensuing Annual General Meeting and will also be available for inspection at the Meeting.

The Board of Directors, therefore, recommend the passing of the Special Resolution contained in Item No. 12c of the accompanying Notice.

No Director other than Mr. Vinayak K. Purohit may be considered to be concerned or interested in the said resolution.

The members may carefully refer to the Statement of Disclosures pursuant to Section II of Part II of Schedule XIII of the Companies Act, 1956 under Clause 1(c)(iv) reflected in explanatory statement to Item Nos. 11a & 12a of the Notice.

Item No. 13

The Company at its 32nd Annual General Meeting held on 28th May, 2009, passed the Ordinary Resolution for appointment of Mr. Rakshit Desai as Executive Director – Travel Services for period of 2 years with effect from 25th November, 2008 to 24th November, 2010.

Pursuant to the recommendation of Recruitment & Remuneration Committee at its meeting held on 17th March, 2010, the Board of Directors at its meeting held on 17th March, 2010, approved the revision in remuneration by a variation in the agreement as executed between the Company and Mr. Rakshit Desai with effect from 1st February, 2010 upto 24th November, 2010, i.e. till the expiry of his residual tenure as Executive Director – Travel Services of the Company.

However, the remuneration for the month of January 2010 shall be paid as per the existing agreement dated 2nd February, 2009 (hereinafter referred to as the 'Original Agreement').

The Company has already applied to the Central Government for its approval on the appointment and remuneration to Mr. Rakshit Desai as also to pay him the minimum remuneration in the event of inadequacy of profit during the currency of his tenure. However, pending the receipt of approval from the Central Government, Mr. Rakshit Desai, Executive Director – Travel Services shall draw minimum remuneration for the financial year 2010.

The revised terms and conditions to be mentioned in the draft agreement (hereinafter referred to as the 'Supplemental Service Agreement') are as under:

REMUNERATION:

- a) Revision of Mr. Desai's Basic Salary within the existing limit and the Total Fixed compensation. This revision will have an effect on his "Other Allowance" component of compensation as "Other Allowance" are equivalent to Mr. Desai's Annual Basic Salary.
- b) Housing: House Rent Allowance (H.R.A.) or Company provided accommodation equivalent to not more than Rs. 75,00,000/- (Rupees Seventy Five Lakh) per annum.

All other terms and conditions stated in the Original Agreement shall be applicable accordingly, except as mentioned hereinabove.

The Compensation and Benefit Sheet be amended accordingly.

The managerial remuneration paid to Mr. Rakshit Desai, Executive Director – Travel Services, for the period between 1st January, 2010 and 31st January, 2010 and proposed increment in remuneration for the period from 1st February, 2010 to 24th November, 2010 are as under:

Particulars	Amount (Rs.)	
	01-01-2010 to 31-01-2010	01-02-2010 to 24-11-2010 (Annual Basis)
Basic Salary	677,417	9,054,550
Other Allowance	677,417	9,054,550
Perquisites, Other allowances and Benefits *	375,300	13,598,850
Commission	—	**
PF & Superannuation	81,290	1,086,546
TOTAL	1,811,424	32,794,496

* Perquisites, Other Allowances & Benefits include HRA, House accommodation, Ex-Gratia, Car Value, Telephone reimbursement, Club Reimbursement, Value of Business Class Tickets for Travel & Executive Travel Concessions for Holidays as applicable. The same is subject to valuation as per income-tax rules.

** Commission / Performance Bonus shall be at the absolute discretion of the Recruitment & Remuneration Committee and/or the Board of Directors of the Company

A copy each of the Original Agreement dated 2nd February, 2009 and of the Draft Supplemental Service Agreement proposed to be entered into by the Company with Mr. Rakshit Desai is available for inspection by the Members at the Registered Office of the Company on all its working days except Saturdays, Sundays and public holidays between 11 a.m. and 1 p.m. upto the date of the ensuing Annual General Meeting and will also be available for inspection at the Meeting.

The Board of Directors, therefore, recommend the passing of the Special Resolution contained in Item No. 13 of the accompanying Notice.

No Director other than Mr. Rakshit Desai may be considered to be concerned or interested in the said resolution.

The members may carefully refer to the Statement of Disclosures pursuant to Section II of Part II of Schedule XIII of the Companies

Act, 1956 under Clause 1(c)(iv) reflected in explanatory statement to Item Nos. 11a and 12a of the Notice.

Item No. 14

The Company, at its 32nd Annual General Meeting held on 28th May, 2009, had passed a Special Resolution for payment of Commission to Non-Executive Directors, not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of the Sections 198, 349 and 350 of the Companies Act, 1956. As you may be aware, the year 2009 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 your Company is placed. The financial crisis, sharp fluctuation in currencies, economic meltdown, the swine flu scare and severe liquidity crisis affected the Company's businesses including its travel and foreign exchange businesses thus impacting the topline and bottomline of the Company. The decline in profits of the Company is primarily due to the said global crisis and uncontrollable factors resulting in inadequacy of profits during the year 2009.

Accordingly, the payment of managerial remuneration to the Executive Directors exceeds 10% of the net profits as computed in the manner provided under Sections 349 and 350 of the Companies Act, 1956, i.e. it is 12.55%. It may be noted that the commission to Non-Executive Directors together, collectively, is within the ceiling of 1% of the net profits as computed in the manner provided under Sections 349 and 350 of the Companies Act, 1956. The Company has also sought approval of the members for waiver of such excess remuneration paid to the Executive Directors in separate items contained earlier in this Notice.

Pursuant to Section 198 of the Companies Act, 1956, total managerial remuneration to its Directors, including any managing or whole-time director or manager, shall not exceed 11% of the net profits as computed in the manner provided under Sections 349 and 350 of the Companies Act, 1956, except with the previous approval of the Central Government.

The Company is in the process of making an application to Central Government in respect of the above for its approval.

Therefore, it is recommended to pass the Special Resolution contained in Item No. 14 of the accompanying Notice.

Except Mr. Heinrich-Ludger Heuberg, all the other Directors of the Company may be considered as interested in this resolution to the extent of remuneration and commission paid / payable to the Executive and Non-Executive Directors.

Item No. 15

Until last year, the Company was paying to the Non-Executive Directors, sitting fees of Rs. 10,000/- for each of the meeting of the Board of Directors or a Committee(s) thereof attended by them.

The Company's business activities and operations and the nature and scope thereof have grown and continue to grow at a substantial rate. Consequently, the burden of responsibility of the Board of Directors has also continued to increase. The Company stands to benefit from their guidance and advice and expertise and the time devoted and sacrificed by them for the business of the Company. The Directors, therefore, recommended that it would be fit and proper to increase the sitting fees paid to the Non-Executive Directors for the Board and Audit Committee Meetings.

Accordingly, subject to the approval of the members at the general meeting, the Board of Directors, at its meeting held on 28th April, 2009, approved the payment of sitting fees of Rs. 20,000/- (Rupees Twenty Thousand Only) for each of the meetings of the Board of Directors and the Audit Committee thereof and Rs. 10,000/- (Rupees Ten Thousand Only) for each of the meetings of the other statutory Committee (s) like the Share Transfer & Shareholders' / Investors' Grievance Committee and the Recruitment & Remuneration Committee attended by them.

Pursuant to the provisions of Section 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, it is recommended to adopt the Ordinary Resolution at Item No. 15.

All Directors of the Company except Mr. Heinrich-Ludger Heuberg, Mr. Madhavan Menon, Mr. Vinayak K. Purohit and Mr. Rakshit Desai may be considered to be concerned or interested in passing the Resolution.

Item Nos. 16 & 17

In appreciation of the critical role people play in the organisational growth, with the objective of motivating and retaining key talent in the organisation and to promote the culture of employee ownership, the shareholders had approved the issue of stock options to the employees of the Company and its subsidiaries under the Thomas Cook Employees Stock Option Plan 2007 (the "Plan") vide postal ballot resolutions passed on 20th March, 2007. This was further amended vide Postal Ballot passed on 12th October, 2007 so as to recover from the employee to the extent to which the Company is liable to pay the fringe benefit tax in relation to the values of fringe benefits provided to the employee by way of stock options.

All other terms remaining the same, approval of the shareholders is presently being sought for modifying the exercise price for future grants to be made under this Plan to the employees of the Company and its subsidiaries.

The main features of the Thomas Cook Employees Stock Option Plan 2007 in brief are as under:

1. Total number of options to be granted:

A total of 10800000 (One crore eight lakh only) options were available for being granted to eligible employees of the Company and the subsidiaries under Thomas Cook Employees Stock Option Plan 2007. Of these 113540 (One lakh thirteen thousand five hundred forty only) options have already been exercised and shares allotted in settlement of the same. The pool therefore now stands reduced to 10686460 (One crore six lakh eighty six thousand four hundred sixty only) options. Each option when exercised would be converted into one Equity share of Re. 1/- each fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

SEBI guidelines require that in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional equity shares are issued by the Company to the Option Grantees for making such fair and reasonable adjustment, the ceiling of 10686460 Equity Shares shall be deemed to be increased to the extent of such additional equity shares issued.

2. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):

All permanent employees of the Company and the subsidiaries, including the Directors but excluding the promoters of the Company, as may be decided by the Compensation Committee from time to time, would be entitled to be granted stock options under the Plan. In other words, the following shall be eligible to participate in the Plan:

- a) A permanent employee who is on the payroll of the Company, working in or out of India;
- b) A Director of the Company, whether a whole-time director or not;
- c) An employee as defined in sub-clauses (a) or (b) of a subsidiary (as defined under the Companies Act, 1956), in India or out of India of the Company.

save and except that an employee who is a

- Promoter; or
- belongs to the Promoter Group; or

- a Director, who either by himself, or through his Relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, shall not be eligible to participate in the Plan.

3. **Transferability of employee stock options**

The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an employee stock option holder while in employment, the right to exercise all the options granted to him till such date shall be transferred to his legal heirs or nominees.

4. **Requirements of vesting and period of vesting:**

The Options granted shall vest so long as the employee continues to be in the employment of the Company or its subsidiaries, as the case may be. The Compensation Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest.

Subject to the provisions of the Plan and the SEBI ESOP Guidelines, the options granted under the Plan shall vest in accordance with the following schedule:

- i) 1/3rd of the total options granted shall vest on the first anniversary of the grant date;
- ii) further 1/3rd of the total options granted shall vest on the second anniversary of the grant date;
- iii) balance 1/3rd of the total options granted shall vest on the third anniversary of the grant date;

Grant date means the date on which the Options are granted to a Grantee by the Company/ Committee under the Plan.

5. **Exercise Price:**

The options shall be granted at an exercise price which shall be higher of the following:

- a. 90% of the Market Price (as defined under the SEBI Guidelines) or
- b. The face value of the Share.

In line with changes in the market conditions and towards retaining Key Talent by having a more attractive ESOP Plan it is proposed that the options be granted at a discount of 10% of the Market Price instead of a 5% discount as provided for earlier. This price shall apply only to fresh grants being made under the scheme hereafter.

6. **Exercise Period and the process of Exercise:**

The Exercise period would be 10 years from the date of grant.

The options will be exercisable by the Employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Compensation Committee from time to time. The options will lapse if not exercised within the specified exercise period.

7. **Appraisal Process for determining the eligibility of the employees to ESOP:**

The appraisal process for determining the eligibility of the employee will be specified by the Compensation Committee, and will be based on criteria such as role / designation of the employee, length of service with the Company or the subsidiaries, past performance record, future potential of the employee and/or such other criteria that may be determined by the Compensation Committee at its sole discretion.

8. **Maximum number of options to be issued per employee and in aggregate:**

Subject to making adjustments for any bonus issue, rights issue, consolidation, subdivision or reduction of the share capital of the Company, and subject to 113540 (One lakh thirteen thousand five hundred forty only) options having already been exercised and shares allotted in settlement of the same, the maximum number of shares that may be issued pursuant to exercise of Options granted to all employees under this Plan shall not exceed 10686460 (One crore six lakh eighty six thousand four hundred sixty only) Shares of Re. 1/- each of the Company. The Company reserves the right to increase or reduce such number of Shares as it deems fit. The maximum number of shares that may be issued pursuant to exercise of Options to each employee shall not exceed 20,00,000 (Twenty Lakh Only) Shares of Re. 1/- each.

9. **Disclosure and Accounting Policies:**

The Company shall comply with the disclosure and the accounting policies prescribed as per SEBI Guidelines.

10. **Method of option valuation**

The Company shall use the intrinsic value method for valuation of the Options. The intrinsic value means excess of the market price of shares under the Plan over the exercise price of the Options (including upfront payment, if any). The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized, had the fair value of the Options been recognized, shall be disclosed in the Directors' Report and the impact of such difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

Primarily, the Plan is being varied to propose that the options be granted at a discount of 10% of the Market Price instead of a 5% discount as provided for earlier. This is in line with changes in the market conditions and towards retaining Key Talent by having a more attractive ESOP Plan. It may be noted that this price shall apply only to fresh grants being made under the Plan hereafter. Further, as the aforesaid Plan provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 81(1A) and all other applicable provisions, if any, of the Act and as per clause 6 and 7 of the SEBI Guidelines.

The Options to be granted under the Plan shall not be treated as an offer or invitation made to public for subscription in the shares of the Company.

The Board of Directors accordingly recommends the resolutions set out at Item Nos. 16 & 17 of the accompanying Notice for the approval of the Members.

None of the Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of the options/ shares/ securities that may be offered, granted, issued and/ or allotted to them.

BY ORDER OF THE BOARD

R. R. KENKARE

President & Head – Legal & Company Secretary

Registered Office:

Thomas Cook Building,
Dr. D. N. Road, Fort, Mumbai 400 001
Dated: 17th March, 2010



Thomas Cook (India) Limited

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

PROXY FORM

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

I/We _____ of _____ in the district of _____
being a member / members of THOMAS COOK (INDIA) LIMITED hereby appoint
_____ of _____ or failing him/her
_____ of _____ as my/our proxy to

attend and vote for me/us and on my/our behalf at the **THIRTY-THIRD ANNUAL GENERAL MEETING**
of the Company to be held on Wednesday, 12th May, 2010 at 3.30 p.m. at Y. B. Chavan Auditorium, Gen. Jagannath Bhosale
Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021 or at any adjournment/s thereof.

Signed this _____ day of _____, 2010

Signature

Affix
Rupee 1
Revenue
Stamp

Note: The Proxy must be returned duly completed so as to reach the Registered Office not less than 48 hours before the
Meeting.

TEAR HERE



Thomas Cook (India) Limited

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

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)

Address : _____ Name : _____

_____ (IN BLOCK CAPITAL)

I hereby record my presence at the **THIRTY-THIRD ANNUAL GENERAL MEETING** of THOMAS COOK (INDIA) LIMITED held
on Wednesday, 12th May, 2010 at 3.30 p.m. at Y. B. Chavan Auditorium, Gen. Jagannath Bhosale Marg, Next to Sachivalaya
Gymkhana, Mumbai – 400 021.

Signature of Shareholder/Proxy
Name of the Shareholder

Notes :

- (1) 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.
- (2) Members/Proxy holders who come to attend the meeting are requested to bring their copies of the Notice and Annual
Accounts.

TEAR HERE

FORM 2B NOMINATION FORM

(Applicable only in respect of physical shareholding)
(To be filled in by individual(s) applying singly or jointly)

Folio No. : _____

No. of Shares : _____

I/We _____ and _____ and _____ the holders of Shares bearing number(s) _____ of M/s. Thomas Cook (India) Limited wish to make a nomination and do hereby nominate the following person in whom all rights of transfer and/or amount payable in respect of Shares shall vest in the event of my or our death.

Name and Address of Nominee

Name : _____ Date of Birth* : _____

Address : _____

(*to be furnished in case the nominee is a minor)

** The Nominee is a minor whose guardian is

Name and Address : _____

(** To be deleted if not applicable)

[To be filled in by the Shareholder(s)]

1. Signature : _____

Name : _____

Address : _____

Date : _____

2. Signature : _____

Name : _____

Address : _____

Date : _____

3. Signature : _____

Name : _____

Address : _____

Date : _____

Name, Address and Signature of two Witnesses

Name and Address

Signature with date

1. _____

2. _____

Instructions:

1. The Nomination can be made by individuals only, applying/holding Shares on their own behalf, singly or jointly. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of Power of Attorney cannot nominate. If the Shares are held jointly, all joint holders will sign the Nomination Form. Space is provided as a specimen, if there are more joint holders more sheets can be added for signatures of holders of Shares and witnesses.
2. A minor can be nominated by a holder of Shares and in that event, the name and address of the guardian shall be given by the holder.
3. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
4. Nomination shall stand rescinded upon transfer of Shares.
5. Transfer of Shares in favour of a nominee shall be a valid discharge by a company against the legal heir.
6. The Nomination Form shall be filed in duplicate with the Share Transfer Agent or at the Registered Office of the Company.