

Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400 001
Tel.: +91-22-6160 3333
Fax No.: +91-22-2287 1069



3rd March, 2015

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 500413
NCD Scrip Code: 949099
Fax No.: 2272 2037/39/41/61

The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No.C/1
G Block, Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051
Scrip Code: THOMASCOOK
NCD ISIN: INE332A08014
Fax No.: 2659 8237/38

Dear Sir,

Re: Clause 31(c) of the Listing Agreement

Pursuant to Clause 31(c) of the Listing Agreement, we are enclosing three copies each of the Notice of Hearing of Petition of Composite Scheme of Arrangement and Amalgamation, being dispatched to the Unsecured Creditors/ Secured Creditors/ Unsecured Debenture Holders of the Company in the prescribed manner.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
for Thomas Cook (India) Limited


R. R. Kenkare
President & Head Logal & Company Secretary

Encl.: a/a

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 100 OF 2015

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 891 OF 2014

In the matter of:

The Companies Act, 1956

And

In the matter of:

Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013.

And

In the matter of:

Thomas Cook (India) Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Thomas Cook Building, Dr. D.N. Road, Fort, Mumbai – 400 001;

And

In the matter of:

The Composite Scheme of Arrangement and Amalgamation of Sterling Holiday Resorts (India) Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at #7, 3rd Cross Street, "Citi Tower", Kasturba Nagar, Adyar, Chennai - 600 020. (**“Transferor Company”**) with Thomas Cook (India) Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Thomas Cook Building, Dr. D.N. Road, Fort, Mumbai – 400 001 (**“Resulting Company No. 2”** or **“Petitioner**

Company”) and Thomas Cook Insurance Services (India) Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Thomas Cook Building, Dr. D.N. Road, Fort, Mumbai – 400 001 (“**Resulting Company No. 1**”) and their respective shareholders and creditors.

Thomas Cook (India) Limited, a)
company incorporated under the)
provisions of the Companies Act, 1956)
and having its registered office at Thomas)
Cook Building, Dr. D.N. Road, Fort,)
Mumbai – 400 001)**Petitioner Company**

To,
Unsecured Debenture Holder

NOTICE OF HEARING OF PETITION

TAKE NOTICE that a Petition dated the 23rd day of January, 2015 under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 for sanctioning the Composite Scheme of Arrangement and Amalgamation (hereinafter referred to as the “**Scheme**”) which *inter alia* provides for the transfer of time share and resorts business of Transferor Company by way of demerger to Resulting Company No. 1, a wholly owned subsidiary company of Resulting Company No. 2 (“**Demerger**”) and the amalgamation of the Transferor Company, along with its residual business which mainly includes the holiday activities, with Resulting Company No. 2 (“**Amalgamation**”), with effect from April 1, 2014 or such other date as may be approved by the High Court of Judicature at Bombay or High Court of Judicature at Madras or any other appropriate authority (the “**Appointed Date**”) and such other matters as set out therein., was presented by Thomas Cook (India) Limited, the Petitioner Company, on the 23rd day of January, 2015, and the said Petition was admitted by the Hon’ble High Court, Bombay on the 13th day of February, 2015 and the said Petition is fixed for hearing before the Company Judge on the 20th day of March, 2015 at 11 A.M. in the forenoon or soon thereafter.

If you are desirous to support or oppose the said Petition at the hearing, you should send to the Petitioner’s Advocates i.e. Rajesh Shah & Company, Office No. 16, 1st Floor, Oriental Building, Nagindas Master Road, Mumbai 400001, notice of your intention signed by you or your Advocate no later than two days before the date fixed for hearing of the said Petition. The

grounds of the opposition or a copy of the Affidavit should be furnished to the Petitioner's Advocates at the abovementioned address.

A copy of the Petition can be obtained by you from the Petitioner's Advocates upon payment of prescribed charges for the same.

Dated this 2nd day of March, 2015

Sd/-

Mr. R.R. Kenkare
President & Head – Legal & Company Secretary
Thomas Cook (India) Limited

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO. 100 OF 2015
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO. 891 OF 2014

In the matter of:

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Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013.

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In the matter of:

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Insurance Services (India) Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Thomas Cook Building, Dr. D.N. Road, Fort, Mumbai – 400 001 (**“Resulting Company No. 1”**) and their respective shareholders and creditors.

Thomas Cook (India) Limited, a)
company incorporated under the)
provisions of the Companies Act, 1956)
and having its registered office at Thomas)
Cook Building, Dr. D.N. Road, Fort,)
Mumbai – 400 001)

.....Petitioner Company

To,
Unsecured Creditor

NOTICE OF HEARING OF PETITION

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Dated this 2nd day of March, 2015

Sd/-

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President & Head – Legal & Company Secretary
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provisions of the Companies Act, 1956)	
and having its registered office at Thomas)	
Cook Building, Dr. D.N. Road, Fort,)	
Mumbai – 400 001)	Petitioner Company

To,
Secured Creditor

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Sd/-

Mr. R.R. Kenkare
President & Head – Legal & Company Secretary
Thomas Cook (India) Limited