



THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai 400001

NOTICE

NOTICE is hereby given that the EXTRAORDINARY 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 Tuesday, 12th March, 2013 at 10.30 a.m. to transact the following business:

SPECIAL BUSINESS:

1. Authority for making investments/ advancing loans/ giving guarantees notwithstanding the limits prescribed under Section 372A of the Companies Act, 1956.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) of the Company pursuant to Section 372A and other applicable provisions of the Companies Act, 1956 (the Act), if any, and subject to all such other consents, sanctions and approvals as may be necessary, to make investments in, acquire by way of subscription, purchase or otherwise the share capital of Ikya Human Capital Solutions Private Limited (Ikya) for a consideration of Rs. 2,563,185,956/- (Rupees Two hundred fifty six crore thirty one lakh eighty-five thousand nine hundred fifty-six only), by acquiring equity shares and mandatorily convertible preference shares of Ikya (representing up to 74.85% of the share capital of Ikya on a fully diluted basis) from its existing shareholders and/or by way of a new issuance in one or more tranches, the monetary limits of which may be in excess of the limits prescribed under Section 372A of the Act, notwithstanding that the aggregate so far of all the loans made, guarantees given or securities provided, and/or securities so far acquired or to be acquired in any body corporate may exceed the limits prescribed under section 372A of the Act;

RESOLVED FURTHER THAT the aforesaid investment be made by the Company out of the share capital, internal accruals, loans or debts raised and / or to be raised / issued by the Company and such other means as may be decided by the Board, subject to such other consents, sanctions and approvals as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the time and manner of such investments, the actual sums to be invested/ utilized within the above sanctioned limits and to do all such acts, deeds, matters and things arising out of or incidental to the proposed investment/acquisition and to finalise, settle and execute such documents, deeds, writings, papers, agreements including transfer deeds and purchase and escrow agreements, as may be required, for the said purpose, and complete the transaction with such modification(s) as may be required by any of the concerned authority(ies) and to do all such acts, deeds, matters and things as may in its absolute discretion deem necessary, fit, proper or desirable to give effect to the foregoing resolutions."

2. Authority for issuance of Equity Shares by way of an institutional placement programme under Chapter VIII-A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to and in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, including any amendments thereto or re-enactment thereof ("Companies Act"), the provisions of the Foreign Exchange Management Act, 1999, as amended ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and other applicable laws, rules, regulations, notifications, circulars, schemes and subject to such approvals, permissions, consents and sanctions as may be necessary from the Government of India, the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and / or any other competent authorities and the enabling provisions of the Memorandum and Articles of Association of the Company, the guidelines issued by SEBI including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI Regulations") and the listing agreements ("Listing Agreement") entered into by the Company with the stock exchanges ("Stock Exchanges") where the Company's equity shares ("Equity Shares") are listed and in accordance with the regulations and guidelines issued by the Government of India, RBI, SEBI, the Stock Exchanges and any competent authorities and clarifications issued thereon from time to time and subject to all other necessary approvals, permissions and sanctions of the concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee of Directors thereof), the Board, be and is hereby authorised to, consent to and approve the issue and offer for subscription and allotment of such number of Equity Shares, in one or more tranches, by means of an institutional placement programme within the meaning of Chapter VIII-A of the SEBI Regulations ("Proposed IPP") to Qualified Institutional Buyers ("QIBs") such that the total number of Equity Shares to be issued pursuant to the Proposed IPP does not exceed 3,60,00,000 Equity Shares, subject to applicable law and any regulatory approvals, as may be required;

RESOLVED FURTHER THAT the Proposed IPP shall be made at such time or times, in one or more tranches, at such price or prices, on such terms and conditions and in such manner as the Board may, in its absolute discretion, think fit or deem appropriate, subject to applicable law and any approvals, as may be required from SEBI or any other regulatory authority, and such discretion shall, subject to applicable law and any approvals, as may be required from SEBI or any other regulatory authority, include the option to opt for pricing of the Proposed IPP in terms of Chapter VIII of the SEBI Regulations, in which event the Proposed IPP shall be made at a price not less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchange during the two weeks preceding the 'relevant date', at such discount as may be decided by the Board, in its absolute discretion, in accordance with applicable law and any approvals, as may be required from SEBI or any other regulatory authority. The 'relevant date' for determination of the price of the Equity Shares, shall be the date of the meeting at which the Board or a Committee thereof decides to open the Proposed IPP;

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, in its absolute discretion, the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment, considering the prevailing market conditions and other relevant factors, and, wherever necessary, in consultation with the lead manager(s) / investment banker(s) / advisers and/or the underwriters, subject to the regulations and guidelines of the RBI, SEBI, Government of India and other statutory authorities, and otherwise on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment;

RESOLVED FURTHER THAT pursuant to Chapter VIII-A of the SEBI Regulations, the allotment of Equity Shares shall only be to QIBs within the meaning of the SEBI Regulations and such Equity Shares shall be fully paid-up;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted in accordance with the terms of the offering(s) of Equity Shares under the Proposed IPP; all such Equity Shares shall rank *pari passu* with the existing Equity Shares of the Company in all respects and the Board be and is hereby authorised to execute the necessary documents for the purpose of listing the Equity Shares on the Stock Exchanges;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorised to, on behalf of the Company, do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing preliminary and final offer documents and other documents with the respective regulatory authorities, and the entering into and executing all such arrangements/agreement(s) with any lead manager(s)/ investment banker(s)/ underwriter(s) and all such agents as may be involved or concerned in such offering of Equity Shares and to remunerate all such agents including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue of Equity Shares and other expenses, if any;

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead managers, underwriters, registrars, bankers, lawyers, advisors, intermediaries and all such agencies as may be involved or concerned in such offerings of Equity Shares and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of any expenses incurred) and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Equity Shares on the Stock Exchanges;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the Proposed IPP, including the class of investors to whom the Equity Shares are to be allotted, number of Equity Shares to be allotted in each tranche, issue price, face value, or premium on issue, as the Board in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues, to do all acts, deeds, matters and

things and to settle any questions or difficulties that may arise in regard to the Proposed IPP;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer documents(s), execution of various transaction documents, in respect of any Equity Shares as may be issued on *pari passu* basis as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its aforesaid powers to such Committee or person(s) as it may deem fit and proper in its absolute discretion;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all such other acts, deeds, matters and things as may be necessary or desirable for giving effect to the above resolutions;

Registered Office: Thomas Cook Building,
Dr. D. N. Road, Fort, Mumbai 400 001
Dated: 5th February, 2013

BY ORDER OF THE BOARD
R. R. KENKARE
President & Head - Legal & Company Secretary

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. Members are requested to bring the attendance slips alongwith their copies of the Notice to the meeting. As a measure of economy, copies of the Notices will not be distributed at the Extraordinary General Meeting.

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 5th February, 2013.

Item No. 1

Authority for making investments/ advancing loans/ giving guarantees notwithstanding the limits prescribed under Section 372A of the Companies Act, 1956.

The Company proposes to acquire the equity shares and mandatorily convertible preference shares of Ikya Human Capital Solutions Private Limited (Ikya) (representing up to 74.85% of the share capital of Ikya on a fully diluted basis) from its existing shareholders and/or by way of a new issuance in one or more tranches Ikya offers specialized human resources services including search, recruitment, project based hiring, general and professional staffing, skill development, and facilities management to over 500 leading Indian corporate clients through 32 offices, with 1,400 team members and over 54,000 associates. By virtue of this investment, Thomas Cook (India) Limited (TCIL) broadens its portfolio of service-related businesses with an entry into one of the world's largest human resource markets.

As one of the largest integrated travel services companies in the country, it is the Company's strategy to invest in partnerships that broaden its business services platform to increase shareholder value. Ikya's wide range of HR services and sterling reputation, offers a wonderful opportunity with numerous synergistic advantages, to extend the bouquet of travel, financial and HR services that TCIL offers to client companies across India. By virtue of this investment-partnership, TCIL also broadens its portfolio of service-related businesses with an entry into the rapidly growing and developing human capital market in India.

The cost for the present investment/ acquisition is Rs. 2,563,185,956/- (Rupees Two hundred fifty six crore thirty one lakh eighty-five thousand nine hundred fifty-six only). The acquisition is going to be funded out of a mix of share capital, internal accruals and/or raising of funds in the form of such mode as may be permissible and as may be decided by the Board subject to such approvals, as may be required from the statutory body(ies)/ authority(ies)/ Banks.

In terms of Section 372A of the Companies Act, 1956, the Company shall not make any loan, give any guarantee or provide security or acquire by way of subscription, purchase or otherwise the securities of other body(ies) corporate whether a subsidiary or not, exceeding sixty (60) per cent of its paid-up share capital and free reserves, or one hundred (100) per cent of its free reserves, whichever is more, except with the prior approval of the shareholders/ members by way of a Special Resolution. Since the investment in the present acquisition together with investments/ loans/ guarantees/ securities already made/ given/ provided would exceed the aforesaid permissible limits, it is necessary that the shareholders pass a Special Resolution approving the investment in terms of Section 372A. The Company is therefore desirous of seeking your consent for such proposal as contained in the aforesaid Resolution.

The Board of Directors commends the passing of the Special Resolution contained in Item No. 1 of the accompanying Notice.

None of the Directors of the Company is in any way concerned or interested in the proposed resolution except to the extent of his / her shareholding in the Company.

Item No. 2

Authority for issuing shares to persons other than existing shareholders pursuant to Section 81 (1A) of the Companies Act, 1956.

Members may be aware that the Company has to maintain a minimum public shareholding in terms of the equity listing agreement entered into by the Company with the stock exchanges where its equity shares are currently listed and traded and the Securities Contracts (Regulations) Rules, 1957, as amended.

Therefore, as provided in clause 40A(ii)(d) of the equity listing agreement, the Company intends to issue Equity Shares through an institutional placement programme (Proposed IPP) in terms of Chapter VIII-A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (SEBI Regulations).

The Proposed IPP shall be undertaken at such time or times, in one or more tranches, at such price or prices, on such terms and conditions and in such manner as the Board may, in its absolute discretion, think fit or deem appropriate, subject to applicable law and any approvals, as may be required from SEBI and/or any other regulatory authority, and such discretion shall, subject to applicable law and any approvals, as may be required from SEBI and/or any other regulatory authority, include the option to opt for pricing of the Proposed IPP in terms of Chapter VIII of the SEBI Regulations, in which event the Proposed IPP shall be made at a price not less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchange during the two weeks preceding the relevant date, at such discount as may be decided by the Board, in its absolute discretion, in accordance with applicable law and any approvals, as may be required from SEBI and/or any other regulatory authority.

The relevant date for determination of the price of the Equity Shares, shall be the date of the meeting at which the Board or a Committee thereof decides to open the Proposed IPP.

In terms of Regulation 91C of the SEBI Regulations and Section 81(1A) of the Companies Act, 1956, the Proposed IPP may be undertaken only after a special resolution approving the Proposed IPP has been passed by the shareholders of the Company. As a result, the consent of the shareholders is sought for issuing Equity Shares as stated in Item No. 2 of the Notice.

The Board of Directors, therefore, commends the passing of the Special Resolution contained in Item No. 2 of the accompanying Notice.

None of the Directors of the Company is in any way concerned or interested in the proposed resolution except to the extent of his / her shareholding in the Company.

Registered Office: Thomas Cook Building,
Dr. D. N. Road, Fort, Mumbai 400 001
Dated: 5th February, 2013

BY ORDER OF THE BOARD
R. R. KENKARE
President & Head - Legal & Company Secretary



THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai 400001

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 on my/our behalf at the EXTRAORDINARY GENERAL MEETING of the Company to be held on Tuesday, 12th March, 2013 at 10:30 A.M. at Y. B. Chavan Auditorium, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021 or at any adjournment/ s thereof.

Signed thisday of, 2013

Signature:

Note: The Proxy must be returned duly completed so as to reach the Registered Office of the Company not less than 48 hours before the meeting.

Affix
Rupee 1
Revenue
Stamp

----- TEAR HERE -----



THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai 400001

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 EXTRAORDINARY GENERAL MEETING of THOMAS COOK (INDIA) LIMITED held on Tuesday, 12th March, 2013 at 10:30 A.M. at Y. B. Chavan Auditorium, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021.

Signature of Shareholder/Proxy

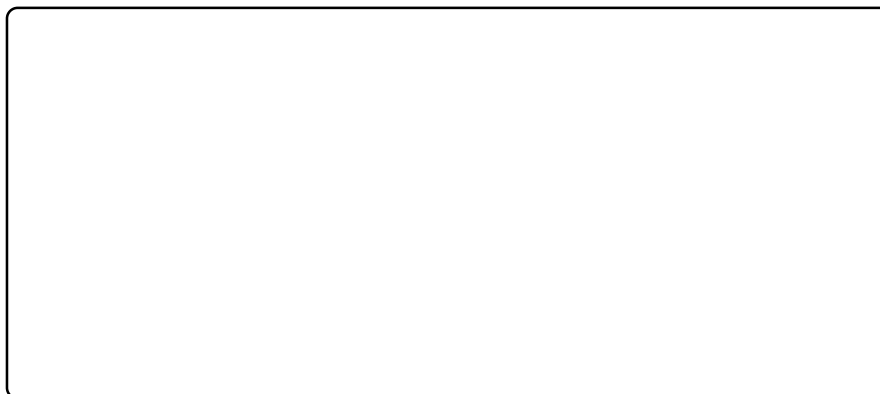
Name of the Shareholder:

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.



BOOK - POST



If not delivered please return to:

THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai 400001