

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

Main No.: 91-22-6160 3333
Fax No. : 91-22-6609 1454
91-22-2287 1069



March 15th, 2013

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 500413

Fax No.: 2272 2037/39/41/61

Dear Sir/ Madam,

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

Fax No.: 2659 8237/38

Sub: Proceedings of the Extraordinary General Meeting

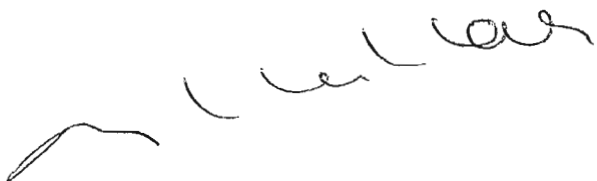
Enclosed please find certified copy of the proceedings of Extraordinary General Meeting (EGM) of the Company held on 12th March, 2013.

Further, we bring to your kind notice that the disclosure of Voting Results, as per the requirements of Clause 35A of the Listing Agreement was already furnished to the Exchange on the same day of the EGM i.e. 12th March, 2013.

This is for the information of the exchange and its members. We request you to acknowledge the same.

Thank you,

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


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

Encl.: a/a





PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THOMAS COOK (INDIA) LIMITED 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.

MEMBERS PRESENT:

Total attendance was 42 as verified from the attendance slips submitted. No proxies were received. 2 Authorisations u/s 187 of the Companies Act, 1956 were received from Fairbridge Capital (Mauritius) Limited.

DIRECTORS PRESENT:

Mr. M. K. Sharma	-	Chairman
Mr. Madhavan Menon	-	Managing Director
Mr. Chandran Ratnaswami	-	Additional Non-Executive Director
Mr. Harsha Raghavan	-	Additional Non-Executive Director
Mr. Uday Chander Khanna	-	Additional Non-Executive Director
Mrs. Kishori Udeshi	-	Additional Non-Executive Director

IN ATTENDANCE:

Mr. R. R. Kerkare	-	President & Head - Legal & Company Secretary
Mr. Debasis Nandy	-	President & Chief Financial Officer

1. Chairman of the Meeting:

Mr. M. K. Sharma, Chairman of the Board, took the Chair. After satisfying himself that there was adequate quorum present, Mr. Sharma declared the meeting to be duly constituted and commenced the proceedings. He welcomed the Members to the Extraordinary General Meeting of the Company. He thereafter introduced the other Board members on the dais to the members present.

2. Notice Convening the Extraordinary General Meeting:

Notice convening the Extraordinary General Meeting was taken as read with the permission of the members.

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

Mr. Sharma took up **Item No. 1.** of the Notice regarding Authority for making investments/ advancing loans/ giving guarantees notwithstanding the limits prescribed under Section 372A of the Companies Act, 1956.

Thereupon, Mr. Prakash Arvind Vijayakar proposed the **SPECIAL RESOLUTION** which was seconded by Mr. Ashwin Agarwal.



Before he put the resolution to vote, he requested the members present at the meeting to ask any questions they would like to ask on the proposed resolutions as per the Notice of the meeting.

Mrs. Homayun Pouredahi (holding 5 shares), Mr. Prakash Arvind Vijayakar (holding 14 shares), Mr. H. V. Sanghavi (holding 20 shares) Mr. J. B. Martins (holding 5 shares), Mr. Savani H. L. (holding 50 shares), Mrs. C Mascarenhas (holding 120 shares), Mr. T. M. Davar (holding 50 shares), Mr. Beruz Pouredahi (holding 15 shares), Mr. Dinesh Bhatia (holding 6 shares), Mr. Abhay Tibrewala (holding 7,188 shares) , Mr. Janak Mathuradas (holding 5,730 shares), - members / proxy members of the Company put forward their views/ questions:

- As per SEBI Circular, only 75% shareholding can be held by Promoters. How was the requirement being taken care of?
- Are there going to be any additional charges on the company due to the proposed acquisition of Ikya?
- Why not Rights Issue/ Offer for Sale chosen instead of Institutional Placement Programme (IPP)?
- What will be the Legal costs for the proposed acquisition of Ikya?
- Location of Registered office of Ikya, present directors of Ikya and what was its core business?
- Non – receipt of AGM notice, EGM notice and Annual Report.
- Issue price of the shares proposed to be issued and allotted under IPP?
- Why investing money in alien company which was not in business as related to TCIL? How far the said proposal would benefit the shareholders?
- Is the acquisition lucrative? If yes, then why were the current promoters of Ikya selling their stake?
- Who has issued valuation report and what was the value of proposed acquisition per share?
- Does this acquisition have any effect on the Dividend policy of TCIL?
- Whether the shareholding pattern would be impacted post Ikya acquisition?
- Going ahead, any proposals to avail the services of Ikya's staff by TCIL?
- Rationale behind acquiring 74.85% only and not higher percentage?
- Does Ikya continue to exist as a separate entity or it would be absorbed into TCIL at any future date.

Mr. M. K. Sharma/ Mr. Madhavan Menon then answered in detail the questions raised by the members.

After all questions were answered to the satisfaction of the Members, the Chairman, Mr. M. K. Sharma, put the resolution as mentioned in **Item No 1. of Notice** to vote.



"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."

The resolution was put to vote by show of hands which was supported by all the members.

Thereupon, the above resolution was declared as having been carried **nem con.**

4. 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:

Mr. Sharma took up **Item No. 2.** of the Notice regarding 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.

Thereupon, Mr. T. M. Davar proposed the following **SPECIAL RESOLUTION**, which was seconded by Mrs. C Mascarenhas.

"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"



The resolutions were put to vote on a show of hands and all the members supported it.

Thereupon, the above resolutions were declared as having been carried *nem con*.

5. Vote of Thanks:

Thereafter the meeting ended with a vote of thanks to the Chair proposed by Mrs. C. Mascarenhas.

For Thomas Cook (India) Limited

A handwritten signature in dark ink, appearing to read 'R. R. Kenkare', written in a cursive style.

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

4