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

CIN: L63040MH1978PLC020717

A FAIRFAX Company

Thomas Cook Travel Smooth thomascook.in

3rd September, 2018

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 500413
NCD Scrip Code: 952674, 952675

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: Thomas Cook 9.37% 2019 SERIES 2, Thomas Cook 9.37% 2020 SERIES 3
Fax No.: 2659 8237/38

Dear Sir/ Madam,

Sub: Notice of Forty First Annual General Meeting.

Ref: Submission of information pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

The Forty First Annual General Meeting of the Company is scheduled to be held on Thursday, 27th September, 2018 at 3.30 p.m. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai -400 020. The necessary business matters proposed to be passed at the meeting are stated in the Notice enclosed herewith.

This is for your information and records.

Thank you,
Yours faithfully,
For **Thomas Cook (India) Limited**

AMIT JYOTINDRA PAREKH
Digitally signed by AMIT JYOTINDRA PAREKH
Date: 2018.09.03 12:27:02 +05'30'

Amit J. Parekh
Company Secretary and Compliance Officer

Encl.: a/a

NOTICE

NOTICE is hereby given that the FORTY FIRST ANNUAL GENERAL MEETING of the members of THOMAS COOK (INDIA) LIMITED will be held at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020 on Thursday, September 27, 2018 at 3.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statements for the financial year ended March 31, 2018 together with the Report of the Auditors thereon.

2. To declare Dividend on Equity Shares of Re. 1/- each for the financial year ended March 31, 2018.

3. To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and determine the amount of fees to be charged for service of documents from member(s).

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

"**RESOLVED THAT**, pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder, (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force) and subject to such other Laws, Rules, Regulations etc. as may be applicable, and pursuant to the approval of the Board vide its resolution dated August 9, 2017, whereby any document(s) may be served on any member(s) by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by delivering to his/her registered address, or by such electronic or other permitted mode as may be prescribed, the consent of the members be and is hereby accorded to the Company to charge/levy the fee(s) in advance equivalent to the estimated actual expenses, of delivery of the documents, pursuant to any request made by the member(s) for delivery of such document(s) to him/her, through a particular mode of service mentioned above provided such request along with requisite fee(s) has been duly received by the Company at least one week in advance of the dispatch of document by the Company;

RESOLVED FURTHER THAT, any Director or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable including determination of the estimated actual expense for delivery of the document(s) through a particular mode and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary or expedient to give effect to the said resolution."

5. Approval for confirmation of appointment of Mrs. Kishori Udeshi (DIN:01344073) pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

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

"**RESOLVED THAT**, in accordance with the resolution passed by the members at the Extraordinary General Meeting of the Company held on September 16, 2014 and pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the regulation") to be effective from April 1, 2019 (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force) and subject to such other Laws, Rules, Regulations etc. as may be applicable in this regard, and pursuant to the approval of the Board vide its resolution dated May 29, 2018, the consent of the members be and is hereby accorded to continue with the appointment of Mrs. Kishori Udeshi (DIN:01344073), as Non-Executive Independent Director of the Company beyond the age of 75 years from the period beginning from April 1, 2019 (being the date on which the regulation becomes effective) till the expiry of her tenure as an Independent Director as per the original terms of appointment i.e. till September 15, 2019;

RESOLVED FURTHER THAT, any Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution."

6. Authority to the Board of Directors to offer, invite subscription for secured or unsecured, redeemable Non Convertible Debentures, in one or more tranches, on private placement basis.

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

"**RESOLVED THAT**, pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999 as may be applicable, (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force), Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions as may be necessary including those issued by Reserve Bank of India and such other regulatory authority, from time to time, as may be applicable, and the approval of the Board of Directors vide its resolution dated May 29, 2018, the consent of the members 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 or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution), to offer, invite subscription for secured or unsecured redeemable Non Convertible Debentures, in one or more tranches, aggregating upto Rs. 3,000,000,000/- (Rupees Three Hundred Crores Only), on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and in the best interest of the Company including but not limited to the face value of debentures, maturity period, coupon rate, utilisation of the issue proceeds and all other matters incidental thereto;

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised 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 this resolution and for matters connected therewith or incidental thereto."

7. Appointment of Mr. Mahesh Iyer (DIN:07560302) as a Director of the Company.

In this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable rules made thereunder (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force), Mr. Mahesh Iyer (DIN:07560302) who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. May 29, 2018 and who holds office upto the date of this Annual General Meeting and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT, any Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper, or desirable to give effect to the said resolution and matters incidental thereto."

8. Appointment of Mr. Mahesh Iyer (DIN:07560302) as Executive Director and Chief Executive Officer of the Company.

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

"**RESOLVED THAT,** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with applicable rules made thereunder and Schedule V of the Act (including any statutory modification(s) or amendment(s) thereto or substitution(s) or any re-enactment(s) made thereof for the time being in force), Articles of Association of the Company and in terms of the Service Agreement entered between the Company and Mr. Mahesh Iyer, and pursuant to the recommendation of the Nomination & Remuneration Committee vide its resolution dated May 28, 2018 and the approval of the Board of Directors vide its resolution dated May 29, 2018, and subject to such approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government, if required, in granting such approvals, permissions, etc., the consent of the members be and is hereby accorded for the appointment of Mr. Mahesh Iyer (DIN:07560302) as Executive Director and Chief Executive Officer of the Company, liable to retire by rotation, for a period of five years with effect from May 29, 2018 up to May 28, 2023, on the below mentioned terms and conditions *inter-alia* including remuneration to be paid to Mr. Mahesh Iyer for the period from May 29, 2018 to May 28, 2021 etc. with liberty to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, or any amendments thereto as may be agreed to between the Board (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution) and Mr. Mahesh Iyer, subject to the requisite approval(s), as required under the applicable law(s);

Terms and conditions:

a. Term: For a period of five years with effect from May 29, 2018 to May 28, 2023 liable to retire by rotation.

b. Position: Executive Director and Chief Executive Officer.

c. Remuneration: Compensation for a period of three years with effect from May 29, 2018 to May 28, 2021 shall be as under:

i. Base / Basic Salary: Rs. 4,10,145/- (Rupees Four Lakh Ten Thousand One Hundred and Forty Five Only) per month, which shall however be subject to such annual increments as the Nomination & Remuneration Committee and/or the Board may determine and approve, from time to time.

ii. Supplementary Allowance (erstwhile Flexi Benefit Plan): Rs. 4,60,807/- (Rupees Four Lakh Sixty Thousand Eight Hundred and Seven only) per month, which shall however be subject to such annual increments as the Nomination & Remuneration Committee and/or the Board may determine and approve, from time to time.

iii. Performance Bonus: Bonus at the end of every financial year, as the Nomination & Remuneration Committee and/or the Board may in its absolute discretion determine and approve, linked to Mr. Iyer's performance as Executive Director and Chief Executive Officer of the Company.

iv. Perquisites: In addition to Salary, Supplementary Allowance and Performance Bonus, Mr. Iyer shall be entitled to the following perquisites as per the rules of the Company:

a. Housing: House Rent Allowance (H.R.A.) of not more than Rs. 24,60,870/- (Rupees Twenty Four Lakh Sixty Thousand Eight Hundred and Seventy Only) per annum, as per company policy.

b. Car/ Conveyance Allowance: Mr. Iyer shall be entitled to conveyance allowance or the use of a suitable air-conditioned car and all expenses for the maintenance, running and upkeep of such car, subject to the same not exceeding Rs. 17,02,000/- (Rupees Seventeen Lakh Two Thousand Only) per annum.

c. Leave Travel Allowance: Mr. Iyer shall be entitled to Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) per annum, as per company policy.

d. Telephone: Mr. Iyer shall be entitled to the Mobile Telephone Allowance not exceeding Rs. 2,40,000/- (Rupees Two Lakh Forty Thousand Only) per annum.

e. Medical Allowance: Mr. Iyer shall be entitled to Rs. 15,000/- (Rupees Fifteen Thousand Only) per annum, as per company policy.

f. Meal Allowance: Mr. Iyer shall be entitled to Rs. 26,400/- (Rupees Twenty Six Thousand Four Hundred Only) per annum, as per company policy.

g. Child Education Allowance: Mr. Iyer shall be entitled to Rs. 2,400/- (Rupees Two Thousand Four Hundred Only) per annum, as per company policy.

h. Medical Hospitalisation Insurance: A suitable medical insurance policy, covering hospitalisation of Mr. Iyer and his family, whilst Mr. Iyer is in the employment of the Company.

i. Personal Accident and Term Life Insurance: A suitable insurance plan for Mr. Iyer Only.

j. Health Check Up: The Company shall bear the cost of an annual comprehensive health checkup for Mr. Iyer Only.

k. Any other benefit/perquisite as may be determined by the Board at its discretion from time to time.

v. Retirement Benefits:

Company's contribution to Provident Fund as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 as per Company's policy, Gratuity and Superannuation 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.

vi. The expression "family" used in this Agreement, shall mean Mr. Iyer's spouse and dependent children as determined by the Company from time to time.

vii. Income-Tax, if any, on or in respect of the entire remuneration payable to Mr. Iyer shall be borne and paid by him.

RESOLVED FURTHER THAT, notwithstanding anything herein, where in any financial year during the tenure of the Executive Director and Chief Executive Officer, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, including approval of Central Government, if required, pay to the Executive Director and Chief Executive Officer the above remuneration as the minimum remuneration for the period of 3 years from May 29, 2018 till May 28, 2021 by way of salary, perquisites, performance pay, other allowances and benefits as aforesaid;

RESOLVED FURTHER THAT, the Board of the Company be and is hereby authorised to sign and execute such agreements, papers, letters, documents, etc. and to take such steps as may be necessary for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution."

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

By Order of the Board

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

Mumbai
May 29, 2018

NOTES AND INSTRUCTIONS:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXIES NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, PROXY FORMS DULY COMPLETE IN ALL RESPECTS, SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.**

   A person can act as a proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent (10%) of the total paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.

2. Statement setting out material facts (Explanatory Statement) pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.

3. Members / proxies / authorised representative(s) attending the meeting are requested to bring with them the Attendance Slip enclosed herewith duly filled in and signed and handover the same at the entrance of the hall along with the proof of identity. Members are requested to bring their copies of Annual Report while attending the meeting.

4. Nomination facility for shares is available for members. For members holding shares in physical form, the prescribed format can be obtained from the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited, 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.

5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 as well as the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company and at the AGM.

6. Route Map to the venue of the meeting is provided on the back side of the Attendance slip.

7. During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours at the registered office of the Company, provided that a requisition for the same from a member is received in writing not less than 3 days before the commencement of the meeting.

8. All the documents referred to in the accompanying notice and statement setting of material fact (explanatory statement) are available for inspection at the Registered Office of the Company during the business hours on all working days except Saturdays, Sundays & Public Holidays between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available at the meeting.

9. Corporate members intending to send their authorised representative(s) to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signature(s) authorising their representative(s) to attend and vote on their behalf at the AGM.

10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

11. Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agent i.e. TSR Darashaw Limited to facilitate better service:

    (i) details of Income Tax Permanent Account Number (PAN) in case the same is not registered with the Company

    (ii) any change in their address / mandate / bank details

    (iii) particulars of their bank account in case the same have not been sent earlier

(iv) updation of specimen signature of holders with the Company and

(v) share certificate(s) held in multiple folio nos. in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.

12. SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN) and complete Bank account details. Accordingly, all the members holding shares in physical form are requested to submit their details of PAN of all the holders along with a photocopy of both sides of the PAN card, duly attested and details of bank account, to the Registrar and Share Transfer Agent of the Company. The members holding shares in electronic form are requested to register their PAN and complete bank details with their respective Depository Participants.

13. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the Dividend Warrants as per the applicable regulations of the Depository. The Company will not act on any direct request from such members for change/deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants immediately.

14. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Accordingly, the Company urge you to take necessary steps with a Depository Participant to dematerialise your shares held in the Company. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.

15. Members may please note that pursuant to the provisions of Section 124, 125 and any other applicable provisions, if any, of the Companies Act, 2013, ("the Act") along with the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("IEPF Rules") as amended from time to time, dividend for the financial year ended 2010 and thereafter, which remains unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund established by the Central Government, as and when the same falls due for such transfer.

    Accordingly, all dividend remaining unclaimed upto the year 2009, has been transferred to IEPF and for the year 2010, dividend for which was declared at the AGM of the members held on May 5, 2011 will be transferred by July 10, 2018 to the IEPF.

    The Act has also provided that all shares in respect of which unpaid or unclaimed dividend has been transferred to IEPF are also required to be transferred to the IEPF Authority. Accordingly, the Company has sent letters dated March 1, 2018 to members whose dividend amounts from the year 2010 to the year 2017 were outstanding as per the Company's records to claim the same before being transferred to the IEPF Authority. An advertisement to this effect was also published in 'The Free Press Journal' and 'Navshakti' newspapers on March 6, 2018. The Company has also uploaded the details of such members and shares due for transfer to the IEPF Authority on its website www.thomascook.in under the weblink https://www.thomascook.in/unclaimed-dividend and under the drop down titled "Unclaimed Dividend" to enable such members to verify the details of unencashed dividends and the shares liable to be transferred to the IEPF Authority.

    Members are requested to note that no claim shall lie against the Company in respect of any shares/ dividend amounts so transferred to the IEPF Authority. The shares transferred to the IEPF can be claimed back by the concerned member(s) from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

16. Register of Members and the Share Transfer Register of the Company will remain close from Friday, September 21, 2018 to Thursday, September 27, 2018 (both days inclusive) for determining the names of members eligible for dividend on shares, if declared at the meeting.

17. Dividend when declared, will be payable to those members of the Company, holding shares in physical form, whose names appear in the Register of Members of the Company at the close of business hours on Thursday, September 27, 2018 and to those members of the Company, holding shares in electronic form, whose names appear in the Benpos (Beneficiary Position) downloaded at the close of business hours on Thursday, September 20, 2018.

18. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended, the Notice of AGM, Attendance Slip, Proxy Form and Annual Report are being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form), unless any member has requested for a physical copy of the same. For members whose email ids are not registered, physical copies of the Notice of AGM, Attendance Slip, Proxy Form and Annual Report are being sent by permitted mode.

19. With a view to using natural resources responsibly, we request members to update their email address with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form) to enable the Company to send communications electronically.

20. Members may also note that the Notice of AGM and Annual Report is available on the Company's website at www.thomascook.in. The Notice of AGM is also available on the website of NSDL at www.evoting@nsdl.co.in.

21. The Certificate from the Statutory Auditors of the Company certifying that the Company's Employee Stock Option Scheme(s) are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended and in accordance with the resolutions passed by the members, will be available for inspection by the members at the AGM.

22. Brief resume of Director proposed to be re-appointed along with such other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings (SS-2), are provided in the Corporate Governance Report which forms part of the Annual Report.

23. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to cast their votes either for or against each resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by National Securities Depository Limited ('NSDL') and the business may be transacted through such voting.

    The process and manner for remote e-voting are as under:

    (A) In case of members receiving e-mail from NSDL:

        i. For Members whose e-mail addresses have been registered: open the attached PDF file ["thomascook e-voting.pdf"] giving your Client ID or Folio No. as default password. The said file contains your "User Id" and "Password for E-Voting".

        ii. Please note that the password is an initial password.

        iii. Open internet browser by typing the URL: https://www.evoting.nsdl.com.

        iv. Click on "Shareholder" – "Login".

        v. Put User Id and password as initial password as mentioned in step (i) above and Login.

            Notes:

            If you are using NSDL e-voting system for the first time then, you will need to retrieve your initial password as mentioned in Step i.

            After you retrieve your initial password, you need to enter the initial password and the system will force you to change the password. Change the password with the new password of your choice with minimum 8 digits/ characters or combination thereof. Please take utmost care to keep your password confidential.

            If you are unable to retrieve your password or have not received the "Initial Password" or have forgotten your password then:

            a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

            b. "Physical User Reset Password" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

            c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

        vi. Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".

        vii. Select "EVEN" of Thomas Cook (India) Limited which is 109049 for casting your vote.

        viii. Now you are ready for "e-voting" as "Cast Vote" page opens.

        ix. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.

        x. Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter, etc. together with attested specimen signature of the duly authorised signatory/(ies) who are authorised to vote, to the Scrutiniser through email on tcookscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

    (B) In case a member receives physical copy of the AGM Notice of Thomas Cook (India) Limited i.e. members whose email ids are not registered with the Company/ Depository Participants or have requested physical copy:

        (i) Initial password is provided in the enclosed attendance slip.

        (ii) Follow the instructions from (iii) to (x) mentioned in item no 23(A) above for e-voting.

(C) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password/PIN for casting your vote.

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

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

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

(D) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

24. The remote e-voting period commences on Monday, September 24, 2018 (9.00 a.m. IST) and ends on Wednesday, September 26, 2018 (5.00 p.m. IST). The e-voting module shall be disabled by NSDL for voting thereafter. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (record date) of Thursday, September 20, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast vote again.

25. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, September 20, 2018.

26. Any person, who acquires equity shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may cast their votes by sending request for remote e-voting. The shareholders can send in their request at evoting@nsdl.co.in and obtain the login ID and password. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details /Password" option available on www.evoting.nsdl.com or contact NSDL at toll free no.: 1800-222-990.

27. In case of any queries/grievances pertaining to e-voting, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the downloads section of http://www.evoting.nsdl.com. or may contact on the NSDL toll free no.: 1800-222-990 or may contact to Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Limited, Trade World, A Wing, 4th and 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai – 400 013, Maharashtra at the designated email id: evoting@nsdl.co.in or at telephone nos. (022) 2499 4545. Alternatively, members may also write to Mr. Amit J. Parekh, Company Secretary & Compliance Officer at the email id: sharedept@in.thomascook.com. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiniser, by use of " e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. Members who have cast their vote by remote e-voting prior to the AGM may attend the meeting but shall not be entitled to cast their vote again at the AGM.

28. Mr. P. N. Parikh (Membership No. FCS: 327) and failing him Mr. Mitesh Dhabliwala (Membership No. FCS: 8331) of M/s. Parikh & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process and votes to be cast at the AGM venue in a fair and transparent manner.

29. The Scrutiniser shall after the conclusion of voting at the AGM, would first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or any director duly authorised by the Board who shall countersign the Scrutiniser's Report. The result shall be declared by the Chairperson or a person as authorised by him in writing.

30. The Results declared along with the Scrutiniser's Report shall be placed on the Company's website www.thomascook.in and on the website of NSDL immediately after the declaration of results by the Chairperson or a person authorised by him in writing. The Result would be communicated to the BSE Limited and the National Stock Exchange of India Limited. The result will also be displayed on the Notice board of the Company at its Registered Office and the Corporate Office.

Statement Setting out material facts (Explanatory Statement)

[Pursuant to Section 102(2) of the Companies Act, 2013]

The following explanatory statement sets out all material facts relating to Special Business of the accompanying Notice of the 41st Annual General Meeting (AGM) to be held on Thursday, September 27, 2018:

Item No. 4:

Pursuant to the provisions of Section 20 of the Companies Act, 2013, a member(s) may request for delivery of any document(s) through a particular mode, for which the member (s) shall pay such fees as may be determined by the Company in its AGM.

Based on the request received, a document(s) may be served on any member(s) by sending it to him/her by post or by speed post or registered post or by courier or by delivery at his/her registered address or by electronic or other permitted mode as may be prescribed.

Accordingly, the Board of Directors subject to the approval of the members vide its resolution dated August 9, 2017 decided to charge/levy a fee(s) in advance which shall be equivalent to the estimated actual expense which the Company makes for delivery of documents through a particular mode pursuant to any request made by member(s). The estimated fee(s) for the service of documents shall be decided by any Director or Key Managerial Personnel of the Company and be communicated to the member(s) making such request for the service of document(s). Also, the advance fee(s) shall be deposited by the member(s) with the Company atleast one week in advance before the dispatch of the document by the Company.

None of the Directors and Key Managerial Personnel and their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution as mentioned in Item No. 4 of the Notice.

The Board of Directors recommends the passing of an Ordinary Resolution as set out in Item No. 4 of the accompanying Notice for approval of the members.

Item No. 5:

The members at the Extraordinary General Meeting held on September 16, 2014 had approved the appointment of Mrs. Kishori Udeshi (DIN: 01344073), as an Independent Director of the Company for a period of 5 consecutive years commencing from September 16, 2014.

The Securities and Exchange Board of India (SEBI) vide notification dated May 9, 2018 introduced SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018. In Regulation 17 of the said notification to be effective from April 1, 2019, a company is require to seek approval of the members through special resolution in order to appoint or continue with the directorship of any person as a Non- Executive Director who has attained the age of seventy five (75) years.

The current composition of your Board of Directors comprises of Mrs. Kishori Udeshi (DIN: 01344073), a Non-Executive Independent Director who shall on October 13, 2018, attain the age of Seventy-five (75) years. Accordingly, the Board of Directors vide its resolution dated May 29, 2018 approved to continue her appointment on the Board of the Company as Non- Executive Independent Director beyond 75 years of age, subject to the approval of the members.

The brief profile of Mrs. Udeshi is presented as follows:

i) Mrs. Udeshi has a M.A. Degree in Economics from Bombay University. She moved on to a professional career in central banking and became the first woman to be appointed as Deputy Governor of the Reserve Bank of India (RBI). She was the first Executive Director of the RBI to be nominated on the Board of State Bank of India. As Deputy Governor, one of her portfolios was the regulation and supervision of the banking and non-banking sector. She represented the RBI on the Core Principles Liaison Group and the Core Principles Working Group on Capital, of the Basel Committee on Banking Supervision, set up by the Bank for International Settlements, Switzerland. As Deputy Governor she was on the Board of SEBI, NABARD, Exim Bank and was the Chairman of Bharatiya Reserve Bank Note Mudran (Pvt.) Ltd., Bangalore as also Chairman of the Deposit Insurance and Credit Guarantee Corporation.

ii) During 2006 to 2011, she was appointed by the Reserve Bank of India as the Chairman of The Banking Codes and Standards Board of India.

iii) Mrs. Udeshi was also a member of the Financial Sector Legislative Reforms Commission chaired by Justice Sri Krishna, set up by the Government of India.

iv) Mrs. Udeshi is currently a Director of Haldyn Glass Limited, ION Exchange (India) Limited, Shriram Automall India Limited, Shriram Transport Finance Company Limited, HSBC Asset Management (India) Private Limited, Kalyan Jewellers India Limited, SOTC Travel Limited (formerly known as SOTC Travel Private Limited) and Elantas Beck India Limited.

v) Mrs. Udeshi joined the Board of Thomas Cook (India) Limited with effect from January 25, 2013 and was appointed as an Independent Director on September 16, 2014 for a period of five (5) consecutive years.

vi) The Company admires her caliber and expertise in the fields of finance, law, governance, economics and banking. The quality of her inputs/ views to the Board/ Committee on governance principles has given the company a broader picture having a positive effect on the overall outcome, thus adding value to the organisation. Her vast experience working with the RBI gives the Company a better insight in planning and executing the projects. Her continued association with the Company will immensely benefit the Company.

Further, based on the declaration received from time to time, Mrs. Kishori Udeshi (DIN: 01344073) meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 16(1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Except Mrs. Kishori Udeshi and her relatives, none of the other Directors and Key Managerial Personnel and their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution as mentioned in Item No. 5 of the Notice.

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

Item No. 6:

As per provisions of Sections 42 and 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and amendment thereof, a Company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by a Special Resolution. However, in case of offer or invitation for Non Convertible Debentures (NCD), it shall be sufficient if the Company passes a previous Special Resolution once in a year for all the offers or invitations for such debentures during the year. Accordingly, the members of the Company by way of Special Resolution passed through Postal Ballot on January 31, 2017 accorded their consent to the Board of Directors of the Company to offer, invite subscriptions for secured or unsecured redeemable NCD's on Private Placement basis in one or more tranches, aggregating up to Rs. 3,000,000,000/- (Rupees Three Hundred Crores only) for the period of one year.

As the validity of the said approval has expired, a fresh enabling approval by way of Special Resolution is sought from the members to offer, invite subscriptions for secured or unsecured redeemable NCD's on Private Placement basis in one or more tranches, aggregating up to Rs. 3,000,000,000/- (Rupees Three Hundred Crores only) during the period of one year from the date of passing of this resolution.

In order to augment long term resources for financing, *inter alia*, capital/ revenue expenditure, business expansion and for general corporate purposes, your Company may offer, invite subscriptions for NCD's on private placement basis, in one or more tranches, during the period of one year from the date of passing of this special resolution by the members, within the overall borrowing limits of the Company, as may be approved by the members from time to time, with the authority to Board (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this resolution) to determine the terms and conditions including the issue price of NCD's, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board shall in its absolute discretion deems fit and in the best interest of the Company without being required to seek any further consent or approval from members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as mentioned in Item No. 6 of the Notice.

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

Item Nos. 7 & 8:

In pursuance to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with applicable rules made thereunder, Articles of Association of the Company and in terms of the recommendation of the Nomination and Remuneration Committee vide its resolution dated May 28, 2018, the Board of Directors vide its resolution dated May 29, 2018, appointed Mr. Mahesh Iyer (DIN:07560302) as an Additional Director to hold the office upto the date of this AGM and was also appointed as Executive Director and Chief Executive Officer of the Company, liable to retire by rotation, for a period of five years with effect from May 29, 2018 up to May 28, 2023 subject to the approval of members of the Company on such terms and conditions including remuneration as mentioned in the aforesaid resolution and the Service Agreement entered between the Company and Mr. Iyer.

The Company has received from Mr. Iyer (i) a consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Confirmation on the fulfilment of criteria as laid down under Schedule V of the Companies Act, 2013.

Pursuant to Section 160 of the Act, the Company has received notice from a member proposing candidature of Mr. Iyer for the office of a Director of the Company.

Mr. Iyer holds a Masters degree in Marketing Management from JBIMS and has successfully completed a Business Management degree from IIM-Calcutta. Mr. Iyer, a Thomas Cook veteran has been associated with Thomas Cook Group for 23 years. Mr. Iyer has held multiple roles in the Company including that of a Head of Foreign Exchange, Chief Operating Officer (COO) and Chief Executive Officer (CEO) prior to his appointment as the Executive Director and Chief Executive Officer of the Company. Mr. Iyer has direct responsibility for the company's P&L, day to day operations of the company, strategic planning, nurturing and building key relationships, as well as building a sustainable growth oriented organisation that maximises value for all its stakeholders.

Based on the above, Mr. Iyer is confirmed to be a professional managerial personnel, covered under Gazette Notification No. 2922 (E) dated September 12, 2016 issued by the Ministry of Corporate Affairs (MCA); hence, the approval of the Central Government is not required for payment of remuneration to Mr. Iyer.

During the tenure of Mr. Iyer as Executive Director and Chief Executive Officer, wherein any financial year, the Company has no profits or its profits are inadequate, the above remuneration as mentioned in the resolution can be paid by the Company to Mr. Iyer as minimum remuneration for a period of 3 years w.e.f. May 29, 2018 up to May 28, 2021 in accordance with the requirements as laid down under Schedule V of the Act.

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

a) The Nomination & Remuneration Committee and the Board of Directors of the Company at their meeting held on May 28, 2018 and May 29, 2018 respectively accorded their consent and proposed the matter for the approval of the members for:

   i. Appointment of Mr. Mahesh Iyer as Executive Director and Chief Executive Officer of the Company for a period of five years w.e.f. May 29, 2018 up to May 28, 2023.

   ii. The payment of remuneration as a minimum remuneration, where the Company has no profits or its profits are inadequate, to Mr. Mahesh Iyer, for a period of three years w.e.f. May 29, 2018 to May 28, 2021.

b) Mr. Iyer is functioning in a professional capacity and is not having any interest in the share capital exceeding 0.5% of its paid up share capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures.

c) Mr. Iyer is not having any direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment.

d) Mr. Iyer possesses graduate level qualification with expertise and specialised knowledge in the field in which the company operates.

e) There is no default in repayment of any of its debts or interest thereon in the preceding financial year.

Disclosures pursuant to the Secretarial Standards and Regulation 36 of SEBI LODR are provided as under:

DIN	07560302
Age	46 years
Qualification	Mr. Iyer holds a Masters degree in Marketing Management from JBIMS and has successfully completed a Business Management degree from IIM-Calcutta.
Experience	23 years
Brief Profile and Expertise	As stated in the Explanatory Statement of the Notice
Terms and Conditions of appointment	As stated in Item No. 8 of the Notice
Current Remuneration	As stated in the Explanatory Statement of the Notice
Remuneration Payable	As stated in Item No. 8 of the Notice
Date of first appointment in the Company	May 29, 2018
Details of shareholding	251270 equity shares as on date of the Notice
Relation with other Directors, Manager and KMP's	No relation with any Director, Manager and KMP
No. of meetings attended during the financial year	N.A.

Mr. Mahesh Iyer detailed Directorships and Committee Memberships of companies [including Thomas Cook (India) Limited] as on 29th May, 2018 are as follows:

Name of Body Corporate/ Firm	Position (Whether as Director/ Managing Director/ Chairman)	Name of Committee	Position (Whether as Member/ Chairman)
Thomas Cook (India) Limited	Additional Executive Director and Chief Executive Officer	– Corporate Social Responsibility Committee	Member
		- Sub Committee	Member
TC Forex Services Limited (Formerly known as Tata Capital Forex Limited)	Additional Director	-	-
TC Travel and Services Limited	Additional Director	-	-
Thomas Cook (Mauritius) Holding Company Limited	Director	-	-
Luxe Asia (Private) Limited	Director	-	-
Thomas Cook Lanka (Private) Limited	Director	-	-
Thomas Cook (Mauritius) Operations Company Limited	Director	-	-
Thomas Cook (Mauritius) Holidays Limited	Director	-	-
Sita World Travel Lanka (Private) Limited	Director	-	-

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

I. General Information:

a. **Nature of industry –** The Company belongs to Service Industry, providing Travel and Travel related Services and is an Authorised Dealer in Foreign Exchange.

b. **Date or expected date of commencement of commercial production –** The Company is carrying on business since its incorporation on October 21, 1978.

c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus –** N.A.

d. **Financial performance based on given indicators –** Financial Performance of the Company (Standalone figures)

(Rs. in Mn)

Particulars	For the financial year ended 31.03.2018*	For the financial year ended 31.03.2017*	For the financial year ended 31.03.2016*	For the Fifteen months period ended 31.03.2015**
Total Revenue	19375.6	17388	17538.9	5135.8
Profit Before Tax	5384.1	(54.3)	73.3	486.2
Net Profit After Tax	5314.3	(83.5)	53.8	332.1
# Proposed Dividends	**138.8**	**244.1**	**172.6**	**136.3**

Notes:

* The figures for the financial year ended 31.03.2018, 31.03.2017 & 31.03.2016 are as per Ind AS.

** The figures for the 15 months period ended 31.03.2015 are as per Indian GAAP.

Proposed Dividend excludes Dividend Distribution Tax.

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

(Rs. in Mn)

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

There are no foreign collaborators or foreign investment of collaborators with the Company.

II. Information about the appointee:

a. **Background details –**

Mr. Mahesh Iyer, a Thomas Cook veteran has been associated with Thomas Cook Group for 23 years. Mr. Iyer has held multiple roles in the Company including that of a Head of Foreign Exchange, Chief Operating Officer (COO) and Chief Executive Officer (CEO) prior to his appointment as Executive Director and Chief Executive Officer.

b. **Past Remuneration-**

Particulars	Amount in Rs.		
	For the financial year ended 31.03.2018	For the financial year ended 31.03.2017	For the financial year ended 31.03.2016
Basic Salary, Allowances and Perquisites	13988700	10358507	13666399
PF Contribution	557800	396303	290433
Performance Bonus	14600000	6569500	3171955
Superannuation / Pension	547251	345381	263042
TOTAL	**29693751**	**17669691**	**17391829**
Stock Options Exercised	250965	Nil	Nil

c. **Recognition or awards –** He has been associated with Thomas Cook Group for 23 years and has direct responsibility for the company's P&L, day to day operations of the company, strategic planning, nurturing and building key relationships, as well as building a sustainable growth oriented organisation that maximises value for all its stakeholders.

d. **Job profile and his suitability**

Mr. Iyer has direct responsibility for the company's P&L, day to day operations of the company, strategic planning, nurturing and building key relationships, as well as building a sustainable growth oriented organisation that maximises value for all its stakeholders.

e. **Remuneration proposed –** As stated in Item No. 8 of the Notice.

f. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

There are no other Companies which are exactly similar to the Company's activities with which details can be compared for the said purpose. However, the remuneration for the similar position in the industry, having regard to the size of the companies and profile, knowledge and experience of person, is comparable to the remuneration of Mr. Iyer.

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

III. Other Information:

a. Reasons of loss or inadequate profits –

The reasons for inadequacy of profits that may arise could be due to challenging economic conditions in certain business segments; absence of up streaming of return on investments made in the subsidiary Companies; Finance costs incurred for acquisition of subsidiaries in past, Finance cost incurred for higher working capital in B2B businesses; incubation costs of new businesses which are yet to reach critical mass for desired profitability etc.

b. Steps taken or proposed to be taken for improvement-

The Company has embarked on a series of strategic and operational measures such as expanding its distribution network, new products, customer segmentation, improving efficiency and productivity, cost rationalisation, repayment of debt, reduction in working capital etc. which are expected to result in improvement in its overall position. Also, with signs of economic recovery in India and the world, Company expects an increase in the demand for its products and services. Company is taking measures in the areas of automation of processes and bringing customer centricity in what it does. The inherent strengths of the Company, especially its reputation, brand recall, deep and wide distribution network, diversified business, huge customer base and team of motivated employees are also expected to enable the Company to position itself during adversities.

c. Expected Increase in productivity and profits in measurable terms

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

IV. Disclosures:

a. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc.,- As stated in item No. 8 of the Notice.

b. Details of fixed component and performance linked incentives paid for the financial year: Not Applicable

c. Details of Service Contracts, Notice Period, Severance Fees:

Sr. No.	Name of Director	Contract Period (Tenure)	Service Contract	Notice Period	Severance fees, if any
1.	Mr. Mahesh Iyer	May 29, 2018 to May 28, 2023	Yes	6 Months	As decided by the management

d. 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: None

The copy of the agreement setting out the terms and conditions of appointment and remuneration of Mr. Mahesh Iyer, shall be open for inspection by the members at the registered office of the Company during business hours between 11.00 a.m. to 1.00 p.m. on all working days, except Saturdays, Sundays & Public Holidays upto the date of AGM and also available at the AGM.

Except Mr. Mahesh Iyer and his relatives, none of the other Directors and Key Managerial Personnel and their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution mentioned at Item Nos. 7 & 8 of the Notice.

The Board of Directors recommends the passing of Ordinary and Special Resolution as set out in Item Nos. 7 & 8 respectively of the accompanying Notice for the approval of the members.

Registered Office:
By Order of the Board
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400 001
CIN: L63040MH1978PLC020717
Phone: +91-22-4242 7000
Fax: +91-22-2302 2864
Website: www.thomascook.in
E-mail: sharedept@in.thomascook.com

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

Mumbai
May 29, 2018

THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai – 400 001
Phone: +91-22-4242 7000 Fax: +91-22-2302 2864 CIN: L63040MH1978PLC020717
Website: www.thomascook.in | E-mail id: sharedept@in.thomascook.com

ATTENDANCE SLIP

41ST ANNUAL GENERAL MEETING ON THURSDAY, 27TH SEPTEMBER, 2018
at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020
(To be presented at the entrance)

Sr. No.
Name(s) of the Joint Holder(s) (if any) :

I/ We hereby record my / our presence at the **41st Annual General Meeting** of Thomas Cook (India) Limited held on Thursday, 27th September, 2018 at 3.30 P.M. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020.

Folio No._____ /DP ID No.* _____ & Client ID No.* _____
(*Applicable for members holding Shares in electronic form)

Number of Shares held : _____

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

1. Only Member/ Proxy holder / Authorised Representative can attend the Meeting.
2. Member / Proxy holder / Authorised Representative should bring their copies of the Notice and Annual Report for reference at the Meeting.

E-VOTING PARTICULARS

E-VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

NOTES: 1. Please refer to the instructions printed under Notes and Instructions of the Notice of the 41st Annual General Meeting.
2. The Remote E-Voting period commences on Monday, 24th September, 2018 at 9.00 a.m. IST and ends on Wednesday, 26th September, 2018 at 5.00 p.m. IST. The E-Voting module shall be disabled by NSDL for voting thereafter.
3. Members are requested to bring attendance slip along with them as duplicate slips will not be issued at the venue of the Meeting.

THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai – 400 001
Phone: +91-22-4242 7000 Fax: +91-22-2302 2864 CIN: L63040MH1978PLC020717
Website: www.thomascook.in | E-mail id: sharedept@in.thomascook.com

PROXY FORM-MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Folio No._____/DP ID No.*_____& Client ID No.*_____
(*Applicable for members holding Shares in electronic form)

Name : _____ Address :_____

(IN BLOCK CAPITAL) _____

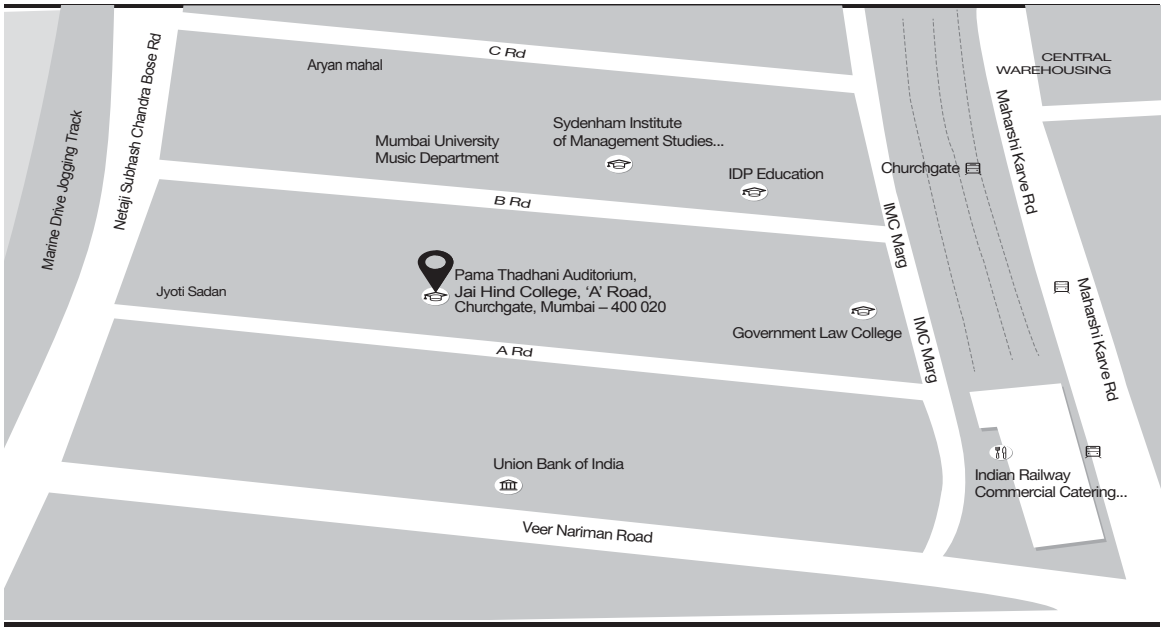
Email ID:

I/We being the member(s), holding _____ shares of the above named Company, hereby appoint

1. Name:	2. Name:	3. Name:
Address:	Address:	Address:
Email ID:	Email ID:	Email ID:
Signature:	Signature:	Signature:
or Failing him/her	or Failing him/her	

as my / our proxy to attend and vote for me / us and on my / our behalf at the 41st Annual General Meeting of the Company to be held on Thursday 27th September, 2018 at 3.30 P.M. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated:

ROUTE MAP



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

Resolution No.	Resolution(s)	Optional* For	Optional* Against
Ordinary Business			
1.	To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statements for the financial year ended March 31, 2018 together with the Report of the Auditors thereon.		
2.	To declare Dividend on Equity Shares of Re.1/- each for the financial year ended March 31, 2018.		
3.	To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation, and being eligible, offers himself for re-appointment.		
Special Business			
4.	To consider and determine the amount of fees to be charged for service of documents from member(s)		
5.	Approval for confirmation of appointment of Mrs. Kishori Udeshi (DIN: 01344073) pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018		
6.	Authority to the Board of Directors to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures, in one or more tranches, on private placement basis.		
7.	Appointment of Mr Mahesh Iyer (DIN: 07560302) as a Director of the Company.		
8.	Appointment of Mr. Mahesh Iyer (DIN:07560302) as Executive Director and Chief Executive Officer of the Company.		

Signed this _____ day of _____ 2018

Signature of Member(s) _____

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, statements setting out material facts, notes and instructions please refer to the notice of Annual General Meeting.
3. *It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of members and proxies in the above box before submission.