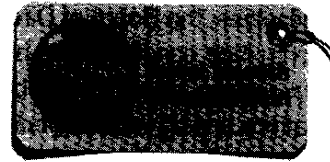


THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building,
Dr. D. N. Road, Fort, Mumbai 400 001



NOTICE

NOTICE is hereby given that an EXTRAORDINARY GENERAL MEETING of the Members of THOMAS COOK (INDIA) LIMITED will be held on Friday, 7th March, 2014 at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020 at 3.30 p.m., to transact the following business:-

SPECIAL BUSINESS:

Item 1: Increase in Authorized Share Capital

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

"RESOLVED THAT pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), and Article 6 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the authorized share capital of the Company be increased from Rs. 275,00,00,000 (Rupees Two Hundred Seventy Five Crore) to Rs. 291,00,00,000 (Rupees Two Hundred Ninety One Crore) for the purposes of issuance and allotment of the equity shares of the Company pursuant to the conversion of the convertible preference shares of the Company, by creation of new 16,00,00,000 (Sixteen Crore) equity shares of Re. 1/- (Rupee One) each ranking *pari passu* with the existing equity shares of the Company so that the Authorised Share Capital shall be Rs. 291,00,00,000 (Rupees Two Hundred Ninety One Crore) divided into 50,58,27,060 (Fifty Crore, Fifty Eight Lakh, Twenty Seven Thousand Sixty) Equity Shares of Re. 1/- (Rupee One) each, 11,47,60,000 (Eleven Crore, Forty Seven Lakh, Sixty Thousand) Class 'A', 4.65% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each, 3,55,294 (Three Lakh, Fifty Five Thousand, Two Hundred Ninety Four) Class 'B', 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each, 3,02,000 (Three Lakh, Two Thousand) Class 'C', 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each and 12,50,00,000 (Twelve Crore, Fifty Lakh) Preference Shares of Rs. 10/- (Rupees Ten) each."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 16 and 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), and applicable Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the existing clause (v) of the Memorandum of Association be altered by deletion of the existing clause and by substitution thereof with the following:

"(v) The Authorised Share Capital of the Company is Rs. 291,00,00,000 (Rupees Two Hundred Ninety One Crore Only) divided into 50,58,27,060 (Fifty Crore, Fifty Eight Lakh, Twenty Seven Thousand Sixty) Equity Shares of Re. 1/- (Rupee One) each, 11,47,60,000 (Eleven Crore, Forty Seven Lakh, Sixty Thousand) Class 'A', 4.65% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each, 3,55,294 (Three Lakh, Fifty Five Thousand, Two Hundred Ninety Four) Class 'B', 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each, 3,02,000 (Three Lakh, Two Thousand) Class 'C', 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each and 12,50,00,000 (Twelve Crore, Fifty Lakh) Preference Shares of Rs. 10/- (Rupees Ten) each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or any other special rights, privileges, conditions or restrictions."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution and for removal of any doubts or difficulties, the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), be and is hereby authorised to do all such acts, deeds, matters and things and settle any or all questions/ matters arising with respect to the increase in authorised share capital of the Company and the amendment to the Memorandum of Association of the Company and make all necessary filings and intimations to the Registrar of Companies and other appropriate authorities, and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons."

Item 2: Preferential Allotment of compulsorily convertible preference shares of the Company

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

"RESOLVED THAT in accordance with the provisions of Sections 80 and 81 of the Companies Act, 1956 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (hereinafter referred to as **"ICDR Regulations"**), and the provisions of Memorandum and Articles of Association of the Company and subject to such other consent, approval, if any, including rules/regulations/guidelines, etc. issued by the Department of Industrial Policy and Promotion, the Foreign Investment Promotion Board, the Secretariat of Industrial Assistance under the Foreign Exchange Management Act, 1999 (FEMA), by the Stock Exchanges where the shares of the Company are listed (including provisions of the listing agreement with them) and/or by the Reserve Bank of India as may be required and on such conditions and modifications as may be prescribed by any and all other appropriate authorities and institutions, rules, regulations, guidelines and directions for the time being in force, and subject further to such other terms, conditions, stipulations, alterations, amendments, modifications or variations, the consent and approval of the members 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 which the Board may constitute to exercise its powers) to: (i) create, offer, issue and allot in one or more tranches, on private placement and/or preferential basis, up to 62,50,000 compulsorily convertible preference shares of Rs. 10/- each (**"CCPS"**) of the Company, each such compulsorily convertible preference share being convertible into 10 equity shares of the Company having face value of Re. 1/- each to Fairbridge Capital (Mauritius) Limited (**"FCML"**), having its registered office at C/o, International Finance Services Limited, IFS Court, Twenty Eight Cybercity, Ebene, Mauritius, as the Board may decide in accordance with relevant guidelines and regulations with each CCPS having a face value of Rs. 10/- each, at a price of Rs. 800/- which includes a premium of Rs. 790/- per CCPS, which price is not less than the minimum price at which convertible securities are permitted to be issued as per Chapter VII of the ICDR Regulations, and (ii) create, offer, issue and allot, in one or more tranches, equity shares to the holders of the CCPS upon conversion of the CCPS, in each case, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company at the time of issue or allotment and as may be in accordance with the relevant guidelines, regulations, listing agreement, etc."

"RESOLVED FURTHER THAT the Relevant Date for determining the price of the CCPS to be allotted, shall be, February 5, 2014, being the date which is 30 days prior to the date on which the shareholders meeting is proposed to be held to approve the preferential issue, i.e., March 7, 2014."

"RESOLVED FURTHER THAT the equity shares of the Company to be allotted upon conversion of the CCPS, in accordance with its terms thereof, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including as to dividend, with the existing fully paid up equity shares of face value of Re. 1/- each of the Company."

"RESOLVED FURTHER THAT the equity shares of the Company having face value of Re. 1 each to be issued to FCML upon conversion of the CCPS shall be listed on the stock exchanges on which the existing equity shares of the Company are listed."

"RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the CCPS and authorized to accept and to agree any request for modification in number of offer, issue/ allotment of the CCPS."

"RESOLVED FURTHER THAT to give effect to the aforesaid resolutions, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director or any other officer(s) of the Company and for the purpose of giving effect to this resolution, the Board acting on its own or through a Committee of Directors or any other person duly authorized in this regard by the Board/Committee, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the offer, issue and allotment (including deciding the terms and conditions for the same), utilization of the proceeds of the issue of the CCPS, execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to the aforesaid resolution, take such further steps as are required for the allotment and listing on one or more stock exchange(s) of the equity shares to be issued, offered and allotted pursuant to the conversion of the CCPS as aforesaid, to take such other steps that are incidental and ancillary in this regard; and to do, make or accept such alterations, modifications or variations in the foregoing, as may be considered desirable or expedient by the Board/Committee/such Authorised Person in the best interest of the Company and its shareholders."

By Order of the Board

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

Registered Office:

Thomas Cook Building,
Dr. D. N. Road, Fort,
Mumbai 400 001

Date: 7th February, 2014

Place: Mumbai

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER.**
2. Proxies in order to be effective should be lodged with the Company at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
4. All the documents including the Memorandum and Articles of Association depicting the proposed changes referred to in the accompanying Notice and Explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days except Saturdays, Sundays and public holidays at the Registered Office of the Company i.e. Thomas Cook (India) Limited, Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai – 400 001 up to 7th March, 2014.
5. 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1:

The present authorized equity share capital of the Company is Rs. 34,58,27,060 consisting of 34,58,27,060 Equity Shares of the face value of Re. 1/- (Rupee One) each. Given that the new preference shares, as contemplated in Item 2 below, to be issued are convertible into Equity Shares of the Company, it is considered desirable to increase the authorized equity share capital from Rs. 34,58,27,060 to Rs. 50,58,27,060 to enable the issuance of such Equity Shares pursuant to the conversion of the compulsorily convertible preference shares (CCPS). Consequent upon the increase in the authorised share capital as proposed, the Memorandum and Articles of Association of the Company will have to be altered.

The Board has accordingly decided to seek the approval of the Members for amendment of the Memorandum and Articles of Association and recommends the passing of the Ordinary Resolution as set out at Item 1 above.

None of the Directors, key management personnel of the Company or their relatives is concerned or interested in the Resolution.

Item 2:

On February 7, 2014, Thomas Cook Insurance Services (India) Limited ("**TCISIL**"), a wholly owned subsidiary of the Company entered into a Share Purchase Agreement ("**SPA / Share Purchase Agreement**") with Bay Capital Investments Limited, India Discovery Fund Limited, Bay Capital Investment Manager Private Limited, Sidharth Shankar and Dhanlakshmi S. (collectively the "**Sellers**"), Sterling Holiday Resorts (India) Limited ("**Sterling**") and the Company and a Share Subscription Agreement with Sterling ("**Subscription Agreement**"). Pursuant to the Share Purchase Agreement, TCISIL has agreed to acquire a maximum of 1,80,07,677 equity shares of the Sterling from the Sellers but subject to a minimum of 1,15,92,846 equity shares of Sterling, for an aggregate consideration of up to Rs. 1,76,47,52,346. Further, in terms of the Subscription Agreement, TCISIL shall also be subscribing to 2,06,50,000 equity shares of Sterling, for an aggregate consideration of Rs. 1,86,86,18,500.

On February 7, 2014, TCISIL has launched a mandatory open offer in compliance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as may be amended from time to time ("**SEBI Takeover Regulations**") to acquire 26% of the equity share capital of Sterling, on a diluted basis. The Company is a person acting in concert with TCISIL for the purpose of such open offer.

The CCPS would be entitled to a dividend of 0.001% per annum and shall be compulsorily and mandatorily be convertible into equity shares of the Company within a period of 18 months from the date of allotment of the CCPS. Each CCPS shall be convertible into 10 Equity Shares of the Company having face value of Re. 1/- each at a premium of Rs. 79/- each so that the 62,50,000 CCPS shall convert into 6,25,00,000 Equity Shares. The CCPS can be converted into Equity Shares of the Company at any time by the holder of the CCPS, in one or more tranches, prior to expiry of 18 months from the date of allotment of the CCPS. The CCPS shall be converted into equity shares in accordance with the provisions of applicable law, including minimum public shareholding requirements.

As per Section 81(1A) of the Companies Act, 1956, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, consent of the Members of the Company by way of a Special Resolution is required for allotment of any convertible securities such as the CCPS on preferential basis by the Company. Further, Section 80 of the Companies Act, 1956 governs the issue of preference shares.

The issue of CCPS shares as aforesaid, shall be made in accordance with the provisions of the Companies Act, 1956, Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, Listing Agreement of Stock Exchanges and other applicable laws and provisions.

A copy of the Certificate of the auditors of the Company certifying the adherence to SEBI's Regulations for Preferential Issues, being Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the proposed issue will be placed at the meeting.

The information as required under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 is as under:

a) Objects to the Issue:

TCISIL, a wholly owned subsidiary of the Company, proposes to purchase up to 1,80,07,677 equity shares of Sterling pursuant to a share purchase from the existing shareholders, subscribe to 2,06,50,000 equity shares of Sterling pursuant to a preferential allotment by Sterling and has also made a mandatory open offer in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, for 26% of the equity share capital of Sterling on a fully diluted basis, being 2,34,86,264 equity shares of Sterling. The acquisition and investment by TCISIL in Sterling is subject to receipt of all necessary regulatory, governmental and other approvals.

The acquisition and subscription to the equity shares of Sterling as contemplated aforesaid, shall be funded by TCISIL pursuant to further infusion of funds by the Company into TCISIL by way of subscribing to additional equity shares to be issued by TCISIL to the Company. Since the Company is a company 'owned and controlled' by non-residents, only certain sources of funding are permitted for the subscription to the equity shares of TCISIL under the foreign exchange laws, i.e., being internal accruals and funds brought in from abroad. Fairbridge Capital (Mauritius) Limited ("FCML"), the promoter of the Company, has agreed to infuse funds into the Company pursuant to the subscription to the CCPS as contemplated herein, which funds will then be infused by the Company into TCISIL for undertaking the investment into Sterling.

Since the object of the issue of CCPS is to fund the investment by the Company in TCISIL, which amounts will be used by TCISIL to fund the acquisition by TCISIL in Sterling, the actual number of CCPS that FCML subscribes to will depend on the required investment amount for the investments / acquisitions by TCISIL in Sterling.

b) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

FCML, the promoter of the Company, has agreed to subscribe to the CCPS. None of the Directors and the key management personnel of the Company intend to subscribe to the CCPS.

c) Shareholding Pattern before and after issue of the CCPS:

Category	Pre-issue		Post -issue		
	No of Equity Shares	% of total Equity Shares	No of Equity Shares	No. of CCPS	% of total Equity Shares
Promoter: FCML	185653725	74.96	185653725	Up to 62,50,000	74.96
Public	62027172	25.04	62027172	-	25.04

d) Pricing of the Issue:

The issue price of the CCPS to be allotted on preferential basis to FCML shall be made at a price not less than higher of the following:

- The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the Relevant Date; or
- The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognised stock exchange during the two weeks preceding the Relevant Date.

The "Relevant Date" for the purpose of calculating the price of the CCPS shall be February 5, 2014, being the date which is 30 days prior to the date of the Extraordinary General Meeting of the Company, i.e. March 7, 2014.

"Stock Exchange" for this purpose, shall mean any of the recognised stock exchanges in which the equity shares of the Company are listed and in which the highest trading volumes in respect of the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the Relevant Date.

e) Proposed time limit within which allotment will be completed:

The proposed allotment of CCPS will be completed within 15 days period from the later of: (i) date of passing of the special resolution; and (ii) the receipt of approval / permission from any regulatory authority.

f) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees with percentage of expanded capital to be held by them:

Category	Pre-issue		Post -issue		
	No of shares	% of total Equity Shares	No of Equity Shares	No. of CCPS	% of total Equity Shares
Promoter: FCML	185653725	74.96	185653725	Up to 62,50,000	74.96

FCML is indirectly wholly owned by Fairfax Financial Holdings Limited (Fairfax), a public company incorporated and existing under the laws of Canada. The registered office of Fairfax is located at 95 Wellington Street West, Suite 800, Toronto Canada, M5J 2N7. The subordinate voting shares of Fairfax are listed on the Toronto Stock Exchange. Fairfax is a financial services holding company which through its subsidiaries is primarily engaged in property and casualty insurance and reinsurance and investment management. Fairfax has been under the same management since 1985. Fairfax is promoted by Mr. V. Prem Watsa.

There would not be any change in control of the issuer pursuant to the proposed preferential issue.

g) Lock-in:

The Equity Shares proposed to be issued to the proposed allottee shall be locked in for the period as specified under Regulation 78 of the ICDR Regulations. Further, the entire pre-preferential allotment shareholding of the allottee, shall be locked-in from the Relevant Date upto a period of six months from the date of trading approval or such other period, if any, be applicable under the ICDR Regulations.

h) Undertakings:

The Company hereby undertakes that it shall recompute the price of the specified securities in terms of the provisions of the ICDR Regulations where it is required to do so.

The Company also undertakes that if the amount payable on account of the recomputation of price is not paid within the time stipulated in the ICDR Regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

The Board has accordingly decided to seek the approval of the Members for issue of compulsorily convertible preference shares on a preferential basis and recommends the passing of the Special Resolution as set out at Item 2 above.

None of the Directors, key management personnel of the Company or their relatives is concerned or interested in the Resolution.

By Order of the Board

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

Registered Office:

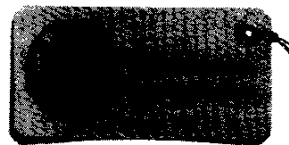
Thomas Cook Building,
Dr. D. N. Road, Fort,
Mumbai 400 001

Date: 7th February, 2014

Place: Mumbai

THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building,
Dr. D. N. Road, Fort, Mumbai 400 001



PROXY FORM

Folio No. _____ /DP ID No.* _____ & Client ID No.* _____

(*Applicable for members holding Shares in electronic form)

I/ We _____ of _____ in the district of _____
being a member / members of THOMAS COOK (INDIA) LIMITED hereby appoint
_____ of _____ or failing him/her
_____ 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 Friday, 7th March, 2014 at 3:30 P.M. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020 or at any adjournment/ s thereof.

Signed this _____ day of _____, 2014

Signature: _____

Affix
Rupee 1
Revenue
Stamp

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.

THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building,
Dr. D. N. Road, Fort, Mumbai 400 001



ATTENDANCE SLIP

To be handed over at the entrance of the Meeting hall

Folio No. _____ /DP ID No.* _____ & Client ID No.* _____

(*Applicable for members holding Shares in electronic form)

Address : _____ Name : _____

(IN BLOCK CAPITAL)

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of THOMAS COOK (INDIA) LIMITED held on Friday, 7th March, 2014 at 3:30 P.M. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020.

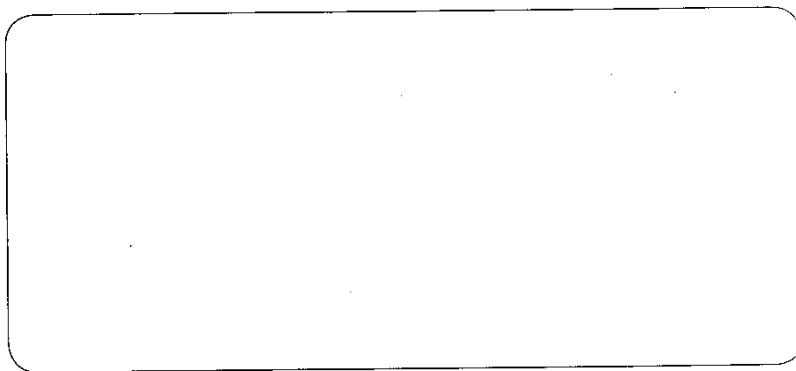
Signature of Shareholder/Proxy

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 undelivered please return to:

THOMAS COOK (INDIA) LIMITED

Regd. Office: Thomas Cook Building,
Dr. D. N. Road, Fort, Mumbai 400 001

