

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

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



14th June 2013

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

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

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

Fax No.: 2659 8237/38

Dear Sir/ Madam,

Sub: Proceedings of the Annual General Meeting

Enclosed please find certified copy of the proceedings of Thirty-sixth Annual General Meeting (AGM) of the Company held on 6th June, 2013.

Further, we bring to your kind notice that the disclosure of Voting Results, as per the requirements of Clause 35A of the Listing Agreement was already furnished to the Exchange on the same day of the AGM i.e. 6th June, 2013.

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

Thank you,

Yours faithfully,
for Thomas Cook (India) Limited

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

Encl.: a/a





PROCEEDINGS OF THE THIRTY-SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THOMAS COOK (INDIA) LIMITED HELD AT Y. B. CHAVAN AUDITORIUM, GEN. JAGANNATH BHOSALE MARG, NEXT TO SACHIVALAYA GYMKHANA, MUMBAI – 400 021 ON THURSDAY, 6TH JUNE 2013 AT 3.30 P.M.

MEMBERS PRESENT:

Total attendance was 75 as verified from the attendance slips submitted. 2 proxies were received. Authorisations u/s 187 of the Companies Act, 1956 were received from Fairbridge Capital (Mauritius) Limited.

DIRECTORS PRESENT:

Mr. M. K. Sharma	-	Chairman
Mr. Madhavan Menon	-	Managing Director
Mr. Ramesh Savoor	-	Non-Executive Director
Mr. Harsha Raghavan	-	Non-Executive Director
Mr. Uday Chander Khanna	-	Non-Executive Director and Chairman of the Audit Committee
Mrs. Kishori Udeshi	-	Non-Executive Director

IN ATTENDANCE:

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

1. Chairman of the Meeting:

Mr. M. K. Sharma, Chairman of the Board, took the Chair. After satisfying himself that there was adequate quorum present, Mr. Sharma declared the meeting to be duly constituted and commenced the proceedings. He welcomed the Members to the Thirty-sixth Annual General Meeting of the Company. He thereafter introduced the other Board members on the dais to the members present. Further he informed the members that Mr. Krishnan Ramachandran and Mr. Chandran Ratnaswami, could not attend the meeting due to their other commitments.

2. Notice Convening the Thirty-sixth Annual General Meeting, the Directors' Report and the Audited Accounts:

Notice convening the Thirty-sixth Annual General Meeting, the Directors' Report and the Audited Accounts were taken as read with the permission of the members.

3. Statutory Books for Inspection:

The requisite Statutory Books and the certificate issued by statutory auditors on the compliance of ESOP guidelines were placed on the table for inspection of the Members.





4. **Auditors' Report:**

The Chairman requested the Company Secretary to read the Auditors' Report and accordingly, Mr. Kenkare read the Auditors' Report dated 19th February 2013.

5. **Chairman's Statement and Adoption of Accounts:**

Mr. Sharma, Chairman of the meeting, moved the following **Ordinary Resolution at Item No. 1** of the Notice for adoption of Accounts for the financial year ended 31st December 2012, which was proposed by Mr. P. A. Vijayakar and seconded by Mr. Sudhir Parekh.

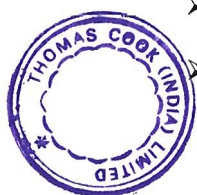
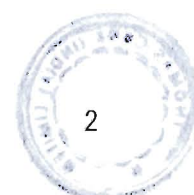
"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st December 2012, the Audited Statement of Profit and Loss of the Company for the period ended 31st December 2012, together with the Auditors' Report thereon and the Report of the Directors submitted to this meeting be and are hereby approved and adopted."

Before he put it to vote, the Chairman briefly addressed the members on the overall slowdown in the Indian economy, resultant pressure on GDP growth, deepening global recession, natural calamities internationally. He briefly discussed activities and working of the Company. He also informed the members on the initiatives and growth plans of the Company vis-à-vis the management strategies for the future and also the mentioned about the new ownership of the Company.

He then requested the members present to ask any questions they would like to ask on the Accounts and business of the Company.

Mr. H. V. Sanghvi (Jt. holding 500 shares), Mrs. Rohini Parikh (holding 9300 shares), Mr. Vinit Kumar Parikh (Jt. holding 180 shares), Mr. P. A. Vijayakar (holding 18 shares), Mrs. Homa Pouredahi (holding 5 shares), Mr. Seshan Krishnamoorthy (holding 67 shares), Mr. Anil Kumar T (holding 800 shares), Mr. Vinod Agarwal (holding 5 shares), Mrs. C. E. Mascarenhas (holding 240 shares), Mr. Joseph Martins (holding 5 shares), Mr. Michael Martins (holding 5 shares), Mr. A. F. Lala (holding 100 shares), Mr. Ronald Fernandes (holding 15 shares), Mr. T. M. Davar (holding 50 shares), Mr. Hiranand Kotwani (holding 50 shares), Mr. Shailesh Mahadevia (holding 1040 shares), Mrs. H. S. Patel (holding 10 shares), Mr. Pravin Vakil (holding 1500 shares), Mr. Dinesh Bhatia (holding 6 shares), Mr. Bharat Shah (holding 10 shares), Mr. B. I. Parikh (holding 300 shares), Mr. Janak Mathuradas (holding 5730 shares) and Mr. Beruz Pouredahi (holding 330 shares) - members of the Company put forward their views on the business of the Company and its financial aspects and raised the queries on various issues, namely:

- Dividend rate
- Bonus shares, if any
- Discount Coupons for shareholders





- Regulatory risk
- PRIDE values
- Dividend distribution policy
- Listing agreement compliance
- Mutual Fund Investments
- Institutional Placement Programme
- Awards received
- Cost of printing the Annual Report
- Profit before tax
- Growth prospects in view of takeover of IKYA Human Capital Solutions Private Limited
- Unpaid Dividend

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

After all questions were answered to the satisfaction of the Members, the Chairman, Mr. Sharma, put the resolution to vote on a show of hands:

The resolution was put to vote on a show of hands and all the members except Mr. K.C. Jogidasani supported it.

Thereupon, the above resolution was declared as having been carried in requisite majority.

6. Dividend:

- a) Mr. Sharma took up **Item Nos. 2. a) & b)** of the Notice regarding declaration of dividend on Class 'B' & Class 'C' Preference Shares. He placed before the meeting the resolutions for declaration of dividend as recommended by the Directors at its meeting held on 19th February 2013.

Thereupon, Mr. B. I. Parekh proposed the following **Ordinary Resolutions**, which were seconded by Mr. T. M. Davar:

"RESOLVED THAT the dividend for the year ended 31st December 2012 at the rate of 0.001% (0.0001 paisa per share) and absorbing Rs. 32/- (Rupees Thirty two only) be declared for payment on 319,765 Class 'B' Preference Shares of Rs. 10/- each;





RESOLVED FURTHER THAT the dividend for the year ended 31st December 2012 at the rate of 0.001% (0.0001 paisa per share) and absorbing Rs. 27/- (Rupees Twenty seven only) be declared for payment on 271,800 Class 'C' Preference Shares of Rs. 10/- each;

RESOLVED FURTHER THAT the dividend as declared at this Annual General Meeting be paid subject to such approvals as may be required under the law to those shareholders of the Company, holding shares in electronic form, whose names appear on the BENPOS (Beneficiary Position) download of Wednesday, 29th May 2012."

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

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

- b) Mr. Sharma took up **Item No. 2. c)** of the Notice regarding declaration of dividend on Equity Shares. He placed before the meeting the resolution for declaration of dividend as recommended by the Directors at its meeting held on 19th February 2013.

Thereupon, Mr. Seshan Krishnamoorthy proposed the following **Ordinary Resolution**, which was seconded by Mr. Vinod Agarwal:

"RESOLVED THAT the dividend for the year ended 31st December, 2012 at the rate of 37.5% (Paise 37.5 per share) and absorbing Rs. 9,28,26,863/- (Rupees nine crore twenty-eight lakh twenty-six thousand eight hundred sixty three only) be declared for payment on 247538300 equity shares of Re. 1/- each which includes shares issued and allotted after 31st December, 2012 but before such declaration;

RESOLVED FURTHER THAT the dividend as declared at this Annual General Meeting be paid subject to such approvals as may be required under the law to those shareholders of the Company, holding shares in physical form, whose names appear on the Register of Members on Thursday, 6th June 2013 and to those shareholders of the Company, holding shares in electronic form, whose names appear on the BENPOS (Beneficiary Position) download as of end of day, Wednesday, 29th May 2013, as also those persons who were allotted shares before the book closure period."

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

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

Since the next item related to the re-appointment of Mr. M. K. Sharma; Mr. Sharma handed over the chair to Mr. Menon.

7. Re-appointment of Mr. M. K. Sharma as Director:

Mr. Menon informed that **Item No. 3** of the Notice related to re-appointment of Mr. M. K. Sharma, Director, who retired by rotation and being eligible, had offered himself for re-appointment.

Thereupon, Mr. Janak Mathuradas proposed and Mr. Dinesh Bhatia seconded the following **Ordinary Resolution:**





"RESOLVED THAT Mr. M. K. Sharma who retires by rotation in terms of Article No. 131 of the Articles of Association of the Company and Section 255 and 256 of the Companies Act, 1956 and who, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

The resolution was put to vote on a show of hands and all the members except Mr. K. C. Jogidasani supported it.

Thereupon, the above resolution was declared as having been carried in requisite majority

Mr. Menon then requested Mr. M. K. Sharma to take the Chair.

8. Re-appointment of Mr. Ramesh Savor as Director:

Mr. Sharma informed that **Item No. 4** of the Notice related to re-appointment of Mr. Ramesh Savor, Director, who retired by rotation and being eligible, had offered himself for re-appointment.

Thereupon, Mr. Ronald Fernandes proposed and Mr. Beruz Pouredahi seconded the following **Ordinary Resolution:**

"RESOLVED THAT Mr. Ramesh Savor who retires by rotation in terms of Article No.131 of the Articles of Association of the Company and Section 255 and 256 of the Companies Act, 1956 and who, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

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

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

9. Re-appointment of Mr. Krishnan Ramachandran as Director:

Mr. Sharma informed that **Item No. 5** of the Notice related to re-appointment of Mr. Krishnan Ramachandran, Director, who retired by rotation and being eligible, had offered himself for re-appointment.

Thereupon, Mr. Vinod Agarwal proposed and Mrs. C. E. Mascarenhas seconded the following **Ordinary Resolution:**

"RESOLVED THAT Mr. Krishnan Ramachandran who retires by rotation in terms of Article No.131 of the Articles of Association of the Company and Section 255 and 256 of the Companies Act, 1956 and who, being eligible, offers himself for re-appointment, be and is hereby re-appointed a Director of the Company liable to retire by rotation."

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

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





10. Appointment of Auditors:

Mr. Sharma informed the members about **Item No. 6** of the notice pertaining to the retiring Auditors of the Company, M/s. Lovelock & Lewes, who held office upto the conclusion of the present Annual General Meeting and offered themselves for re-appointment.

Thereupon, Mr. H. V. Sanghvi proposed and Mr. Abhay Tibrewala seconded the following **Ordinary Resolution:**

"**RESOLVED THAT** M/s Lovelock & Lewes, Chartered Accountants with Firm Registration No. 301056E, be and are hereby appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors."

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

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

11. Appointment of Mr. Harsha Raghavan as a Director:

Mr. Sharma informed the members that **Item No. 7** of the notice related to appointment of Mr. Harsha Raghavan as a Director. He explained that Mr. Harsha Raghavan who was appointed as an Additional Director on the Board held office only upto the present Annual General Meeting.

Thereupon, Mr. Dinesh Bhatia proposed and Mr. Anil Kumar T. seconded the following **Ordinary Resolution:**

"**RESOLVED THAT,** Mr. Harsha Raghavan, who was appointed by the Board of Directors as an Additional Director with effect from 22nd August, 2012 under Article 118 of the Articles of Association of the Company and who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

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





12. Appointment of Mr. Chandran Ratnaswami as a Director:

Mr. Sharma informed the members that **Item No. 8** of the notice related to appointment of Mr. Chandran Ratnaswami as a Director. He explained that Mr. Chandran Ratnaswami who was appointed as an Additional Director on the Board held office only upto the present Annual General Meeting.

Thereupon, Mr. Joseph Martins proposed and Mr. Shailesh Mahadevia seconded the following **Ordinary Resolution:**

"RESOLVED THAT, Mr. Chandran Ratnaswami, who was appointed by the Board of Directors as an Additional Director with effect from 22nd August, 2012 under Article 118 of the Articles of Association of the Company and who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

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

13. Appointment of Mr. Uday Chander Khanna as a Director:

Mr. Sharma informed the members that **Item No. 9** of the notice related to appointment of Mr. Uday Chander Khanna as a Director. He explained that Mr. Uday Chander Khanna who was appointed as an Additional Director on the Board held office only upto the present Annual General Meeting.

Thereupon, Mr. T. M. Davar proposed and Mr. Janak Mathuradas seconded the following **Ordinary Resolution:**

"RESOLVED THAT, Mr. Uday Chander Khanna, who was appointed by the Board of Directors as an Additional Director with effect from 29th October, 2012 under Article 118 of the Articles of Association of the Company and who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

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





14. Appointment of Mrs. Kishori Udeshi as a Director:

Mr. Sharma informed the members that **Item No. 10** of the notice related to appointment of Mrs. Kishori Udeshi as a Director. He explained that Mrs. Kishori Udeshi who was appointed as an Additional Director on the Board held office only upto the present Annual General Meeting.

Thereupon, Mrs. Homa Pouredahi proposed and Mrs. C. E. Mascarenhas seconded the following **Ordinary Resolution:**

"RESOLVED THAT, Mrs. Kishori Udeshi, who was appointed by the Board of Directors as an Additional Director with effect from 25th January, 2013 under Article 118 of the Articles of Association of the Company and who by virtue of the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

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

15. Vote of Thanks:

Thereafter the meeting ended with a vote of thanks to the Chair proposed by Mr. Shailesh Mahadevia and Seconded by Mr. Janak Mathuradas.

For Thomas Cook (India) Limited

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

