

THOMAS COOK (INDIA) LIMITED

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



POSTAL BALLOT

Notice pursuant to Section 192A of the Companies Act, 1956

To the Members of the Company,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, ("Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("Postal Ballot Rules"), that the Company is seeking the Members' consent to pass the proposed Special Resolutions for approval of 1. Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of Thomas Cook (India) Limited and its subsidiaries; 2. For lease, sub-lease, sale, transfer, conveyance, assignment or otherwise disposal of Company's immovable properties and; 3. For alteration in the Articles of Association of the Company respectively as set out below by way of Postal Ballot, more specifically described in the Explanatory Statement appended to this Notice.

Accordingly, the said Resolutions alongwith the Explanatory Statement are being sent to you along with a Postal Ballot Form for your consideration.

The Board has appointed Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner.

The Board has appointed Mr. Madhavan Menon, Managing Director and Mr. R. R. Kenkare, President & Head-Legal & Company Secretary, of the Company as the persons responsible for the entire Postal Ballot process.

Documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 pm and 5.00 pm on all working days (except Saturdays, Sundays and Public Holidays) up to the date of announcement of result of Postal Ballot.

E-Voting option: In compliance with Clause 35B of the Listing Agreement and Section 192A of the Companies Act, 1956, the Company is pleased to provide an option to the members holding shares in demat form and in physical form, to vote on the postal ballot by way of electronic voting / e-voting to enable members to cast their vote electronically. Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase members' participation in the decision-making process.

The Company has appointed National Securities Depositories Limited (NSDL) to provide e-voting facility to its members. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In case the member has exercised the vote in physical as well as electronic mode, the valid vote by physical mode only will be considered.

You are requested to carefully read the e-Voting instructions attached alongwith the Postal Ballot Form, before casting your vote on e-Voting. URL: <https://www.evoting.nsdl.com>.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed (no other form or photocopy thereof is permitted), in case of physical voting, in the attached self addressed business reply envelope (if posted in India) so as to reach the Scrutinizer or cast the votes by electronic mode, as applicable, not later than 6.00 p.m. on Monday, 21st October, 2013. Upon completion of the scrutiny of the forms/e-voting, the Scrutinizer shall submit his report to the Company.

The Chairman or the Managing Director of the Company or any person authorised by the Board of Directors of the Company will announce the result of the postal ballot on Friday, 25th, October, 2013, at the Registered Office of the Company at Thomas Cook Building, Dr. D N Road, Fort, Mumbai - 400 001, besides being communicated to the Stock Exchanges on which the Company's Equity Shares are listed. The results will also be published in the newspaper circulating in the district in which the Registered Office of the Company is located and will be displayed on the web-site of the Company at www.thomascook.in, for the information of the Members. The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolutions.

Accordingly, this Notice is hereby given to the Members of the Company, for seeking the approval of the members by way of Postal Ballot, for the following Special Resolutions, together with the Explanatory Statement as required under Section 173(2) of the Act, setting out the material facts and reasons for the Resolutions, along with a Postal Ballot Form for your consideration:

1. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of Thomas Cook (India) Limited:

"RESOLVED THAT pursuant to the provisions of Section 81(1A), and all other applicable provisions, if any, of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as "SEBI Guidelines") and pursuant to the recommendations of the Recruitment & Remuneration Committee vide its resolution dated 5th September, 2013, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Recruitment & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution), to create, grant, offer, issue and allot at any time to or for the benefit of such person(s) who are in permanent employment of the Company, including any Executive Director(s) of the Company, Stock options under the Scheme titled as "Thomas Cook Employees Stock Option Plan 2013" ("ESOP 2013"), the salient features of which are detailed in the Explanatory Statement relevant to this Resolution, not exceeding 4771896 (Forty seven lakh seventy one thousand eight hundred ninety six only) options, each Option giving the right but not obligation to the holder, to subscribe for cash, one fully paid Equity Share of Re. 1/- (one) each of the Company, at such price, in such manner, during such period, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in its absolute discretion and in accordance with the provisions of the law or guidelines issued by the relevant Authority;

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 4771896 (Forty seven lakh seventy one thousand eight hundred ninety six only) options/ equity shares shall be deemed to be increased to the extent of such additional Equity Shares issued;

RESOLVED FURTHER THAT in case the Equity Shares of the Company are consolidated, then the number of Equity Shares to be allotted and the price of acquisition payable by the Option Grantees under the ESOP 2013 shall automatically stand reduced and augmented, respectively, in the same proportion as the present face value of Re. 1/- (one) per Equity Share bears to the revised face value of the Equity Shares of the Company after such consolidation, without affecting any other rights or obligations of the said allottees;

RESOLVED FURTHER THAT the Company shall comply with the disclosure and accounting policies prescribed under the SEBI Guidelines and any other appropriate authority from time to time and shall use the intrinsic value method to value its Options granted;

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, implement, administer, interpret, decide upon and bring into effect the ESOP 2013 on such terms and conditions as contained in the Explanatory Statement to this item in the Notice, and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP 2013 from time to time in conformity with the provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, the SEBI Guidelines and any other applicable laws, including but not limited to, amendment(s) with respect to Vesting Period and schedule, number of options, Exercise Price, Exercise Period, eligibility criteria or to suspend, withdraw, terminate or revise the ESOP 2013;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the ESOP 2013 and such Equity Shares shall rank pari passu in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares of the Company allotted under the ESOP 2013 on the Stock Exchanges, where the Equity Shares of the Company are listed, as per the provisions of the Listing Agreement executed with the concerned Stock Exchanges, the SEBI Guidelines, and other guidelines, rules and regulations as may be applicable;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of Directors or the Chairman or the Managing Director of the Company with a power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and issue of Employee Stock Options under the ESOP 2013 to the employees of subsidiaries of Thomas Cook (India) Limited:

RESOLVED THAT pursuant to the provisions of Section 81(1A), and all other applicable provisions, if any, of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as "SEBI Guidelines") and pursuant to the recommendations of the Recruitment & Remuneration Committee vide its resolution dated 5th September, 2013, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Recruitment & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution), to extend the benefits of the Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013"), referred to in Item No. 1 of this Notice and duly passed by the members, subject to the overall limit specified under the said Plan, by the creation, grant, offer, issue and allotment at any time to or for the benefit of such person(s) who are in permanent employment of the subsidiaries of the Company, Stock options under the Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013"), within the aforesaid overall ceiling of 4771896 (Forty seven lakh seventy one thousand eight hundred ninety six only) Stock options mentioned in Item No. 1 of this Notice, each Option giving the right but not obligation to the holder, to subscribe for cash, one fully paid Equity Share of Re. 1/- (one) each of the Company, as mentioned in Item No. 1 above, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of Directors or the Chairman or the Managing Director of the Company with a power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** for approval of lease, sub-lease, sale, transfer, conveyance, assignment or otherwise disposal of the Company's immovable property/ies:

RESOLVED THAT pursuant to the provisions of Section 293(1)(a), Section 192A read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, as amended ('the Rules'), and other applicable provisions, if any, of the Companies Act, 1956, ('the Act') (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the compliance of all applicable laws and regulations and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose): to lease and/or sub-lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable property/ies as the case may be, located in Mumbai viz: at Dr. D. N. Road-Fort, Corporate Park-Chembur, Hiranandani Business Park-Powai, Silver Arch-J B Nagar- Andheri and Orana Apartments-Sahar Road- Andheri, along with other facilities constructed thereon, equipments, furniture, fixtures and other fixed assets on "as is where is" and "as it is" basis hereinafter referred to as "the said Property/ies") to any person(s) and/or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the Members of the Company, including finalizing the suitable lessee(s)/ sub-lessee(s)/ buyer(s)/ assignee(s), etc., as the case may be, of the said property/ies, the terms and conditions, methods and modes of payment, determining the exact effective date, and finalizing and executing necessary documents including agreements, lease deeds, sub-lease deeds, sale deeds, etc. and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution."

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** for approval of amendment in the Articles of Association of the Company:

RESOLVED THAT pursuant to the provisions of Section 31, Section 192A of the Companies Act, 1956, ('the Act') read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, as amended ('the Rules'), and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and compliance of all applicable laws, the Articles of Association of the Company ('the Articles') be altered as follows:

The words "share premium" wherever appearing be replaced with the words "securities premium" and in particular under the below Articles:

Provisions to Apply on issue of Redeemable Preference shares.

9. On the issue of Redeemable Preference Shares under the Provisions of Article 8 hereof the following provisions shall take effect:

- (a) no such shares shall be redeemed except out of the profits, of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of share made for the purpose of the redemption;
- (b) no such shares shall be redeemed unless they are fully paid;
- (c) the premium, if any, payable on redemption must have been provided for out of the profits of the Company or the Company's Securities Premium Account before the shares are redeemed;
- (d) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund to be called the "Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 80 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.

Capitalisation

177. (a) The Company in General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund, or any Capital Redemption Reserve Account, or in the hands of the Company and available for dividend (or representing premium received on the issue of shares and standing to the credit of the Securities Premium Account) be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such

capitalised fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued share or debentures or debenture-stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture-stock and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum, Provided that a Securities Premium Account and a Capital Redemption Reserve Account may, for the purposes of this Article only be applied in the paying of any unissued shares to be issued to members of the Company as fully paid bonus shares;

ii) and such other grammatical and/or spelling improvements in the Articles as may be deemed fit;

RESOLVED FURTHER THAT Mr. Madhavan Menon, Managing Director, Mr. R. R. Kenkare, President & Head-Legal & Company Secretary be and are hereby authorised severally to sign and submit such forms as are required to be filed with any statutory authority/ies and to do such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution."

Registered Office:

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

By Order of the Board

R. R. Kenkare

President & Head – Legal & Company Secretary

Place: Mumbai

Date: 5th September, 2013

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item Nos. 1 & 2

The Company appreciates the critical role employees play in the organizational growth. It strongly feels that the value created by its employees should be shared by them. To promote the culture of employee ownership, approval of the shareholders is being sought for issue of stock options to the employees of the Company and its subsidiaries. There are Employee Stock Option schemes in place currently. However, with the passage of time, and having regard to the current market conditions, it is proposed that a new scheme, better suited to the current market conditions, be drawn up and grants be given thereunder accordingly.

The main features of the Thomas Cook Employees Stock Option Plan 2013 (ESOP 2013) are as under:

1. Total number of options to be granted

A total number of options upto 4771896 of the equity shares would be available for being granted to eligible employees of the Company and its subsidiaries under ESOP 2013.

Each option when exercised and approved by the Board, would be converted into and allotted one equity share of Re. 1/- each fully paid-up.

The options granted under ESOP 2013 shall not be renounced, transferred, pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

The options will lapse if not exercised within the specified exercise period as specified under ESOP 2013. Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as "SEBI Guidelines") require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional equity shares are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 4771896 of equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

2. Identification of classes of employees entitled to participate in the ESOP 2013

Permanent employees of the Company and its subsidiaries, but excluding the promoters and non-executive directors of the Company and/ or of its subsidiaries and also excluding the employees and directors of IKYA Human Capital Solutions Limited and its subsidiaries, as may be decided by the Recruitment & Remuneration Committee from time to time, would be entitled to be granted stock options under ESOP 2013.

Under the SEBI Guidelines, an employee who is a promoter or belongs to the promoter group will not be eligible to participate in the Scheme.

3. Transferability of employee stock options

The stock options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an option holder while in employment, the right to exercise all the options granted to him till such date shall be transferred to his legal heirs or nominees.

4. Requirements of vesting and period of vesting

The Options granted shall vest as long as the employee continues to be in the employment of the Company or its subsidiaries, as the case may be. The Recruitment & Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest (subject to the minimum and maximum vesting period as specified below).

The options would vest not earlier than 4 years and not later than 7 years from the date of grant of options. The exact proportion in which and the exact period over which the options would vest would be determined by the Recruitment & Remuneration Committee.

5. Exercise Price

The Exercise Price per option shall be equal to face value of shares i.e. Re. 1/-.

6. Exercise Period and the process of Exercise

The Exercise period would commence from the date of vesting and will expire on completion of twenty years from the date of vesting of options.

The options will be exercisable by the employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Recruitment & Remuneration Committee from time to time. The options will lapse if not exercised within the specified exercise period as specified under ESOP 2013.

7. Appraisal Process for determining the eligibility of the employees to ESOP 2013

The appraisal process for determining the eligibility of the employee will be specified by the Recruitment & Remuneration Committee, and will be based on criteria such as role / designation of the employee, length of service with the Company or the subsidiaries, past performance record, future potential of the employee and/or such other criteria that may be determined by the Recruitment & Remuneration Committee at its sole discretion.

8. Maximum number of options to be issued per employee and in aggregate

The number of options that may be granted to any specific employee under the Scheme shall be less than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options. The maximum number of shares that may be issued pursuant to exercise of Options granted to all employees under this Plan shall not exceed 4771896 (Forty seven lakh seventy one thousand eight hundred ninety six only) Shares of Re. 1/- each of the Company.

Disclosure and Accounting Policies

The Company shall comply with the disclosure and the accounting policies prescribed as per SEBI Guidelines.

Method of option valuation

To calculate the employee compensation cost, the Company shall use the Intrinsic Value Method for valuation of the options granted. Since the Company is calculating the employee compensation cost using the Intrinsic Value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the Fair Value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

As ESOP 2013 provides for issue of shares to be offered to employees other than existing shareholders of the Company, consent of the shareholders is being sought pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 and as per Clause 6 of the SEBI Guidelines.

The Board has also decided to seek the approval of the Members for extending the Plan to the permanent employees of the subsidiary companies of the Company excluding employees and directors of IKYA Human Capital Solutions Limited and its subsidiaries, to enjoy the benefits of the Plan within the overall limit as set out in the proposed Resolutions stated at Item No. 1 and 2 of the accompanying Notice.

The Options to be granted under the Plan shall not be treated as an offer or invitation made to public for subscription in the shares of the Company.

None of the Directors other than Mr. Madhavan Menon may be deemed to be concerned or interested in passing of the aforesaid Resolutions to the extent of the Options/ Shares that may be granted, issued and/ or allotted to him.

The Board of Directors accordingly recommends the passing of the **Special Resolutions** set out at Item Nos. 1 & 2 of the accompanying Postal Ballot Notice.

Item No. 3

The Company keeps reviewing its Business strategy and makes decisions that fit the outcome expectation from its strategic intent and as a part of that intent, it is reviewing its business operations including consolidating its work place(s). Presently, the work force of the Company is scattered over several offices including company back office operations located at Dr. D N Road-Fort, Corporate Park- Chembur, Hiranandani Business Park-Powai, Silver Arch-J B Nagar-Andheri and Torana Apartments-Sahar Road-Andheri in the city of Mumbai. The Head Office premises of the Company situate at Dr. D N Road- Fort also houses individual tenants occupying a sizeable portion in the building. The Company has filed Eviction Suits against some of the tenants for eviction of premises. However, the disposal of these suits would take time until which the said portions/ premises would not be available for Company's use.

With the intent to get all major businesses, their support functions and the shared services under one roof, it is envisaged that a shift of work places be carried out to a consolidated, better and more convenient work place in the city. This would not only bring in operational efficiencies but also ensure smoother execution and implementation of the business objectives. Further, it will help in optimizing the operational cost which would inevitably lead to an enhancement in the shareholders' value.

Based on the options available in the current real estate / realty market it is proposed to lease, sub-lease, sell, transfer, convey, assign or otherwise dispose of the said property/ies and continue back office operations in another suitable commercial hub located in an upcoming business district of Mumbai in the best interest of the Company. In the case of the Head Office premises of the Company at Dr. D N Road-Fort, the Company does not intend to dispose of the land on which the said premises is erected.

The consideration from this action is proposed to be utilized in the Company's long term business plan. An acquisition of another suitable property either on outright purchase and / or long term lease is being proposed.

The Board of Directors at its meeting held on 5th September, 2013 has, subject to the approval of Members of the Company and compliance of all applicable laws and regulations and subject to such approvals, consents, permissions and sanctions, as may be necessary, accorded its consent to lease, sub lease, sell, transfer, convey, assign or otherwise dispose of the immovable property/ies located in Mumbai as aforesaid, along with other facilities constructed thereon, equipments, furniture, fixtures and other fixed assets on "as is where is" and "as it is" basis to any person(s) and/or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board of Directors may deem fit in the best interest of the Company.

The Company has initiated the above process for the properties and has received offers from various entities pursuant to which it is in talks with them. The Board is of the opinion that in order to be fair and transparent in the affairs of the Company and in keeping with good corporate practices the approval of the Members be taken, by way of abundant caution, to the proposed lease, sub lease, sale, transfer, conveyance, assignment or otherwise disposal of the immovable property/ies under Section 293(1)(a) of the Companies Act, 1956 (the Act) read with Section 192A of the Act and read with the Companies (Passing of the Resolution by way of Postal Ballot) Rules, 2011, as amended. The Board is also of the view that the proposed lease, sub lease, sale, transfer, conveyance, assignment or otherwise disposal of the said property/ies will not adversely affect the profitability of the Company, and accordingly, recommends the Special Resolution set out in the accompanying Notice, for the approval of the Members by way of Postal Ballot.

As of date, none of the Directors other than Mr. M. K. Sharma and Mr. Uday Chander Khanna may be deemed to be concerned or interested in passing of the aforesaid Resolution to the extent that they are interested parties as trustees in one of the entity(ies) with whom the Company is in talks with for the aforesaid purposes.

The Board of Directors accordingly recommends the passing of the **Special Resolution** set out at Item No. 3 of this accompanying Postal Ballot Notice.

Item No. 4

Presently, the words "share premium" are appearing in the Articles of Association of the Company. In the future, we may issue other securities, viz. Debentures, other securities, etc. at a premium and/ or utilise the premium lying to the credit of the said account for specified purposes for which the words need to be changed to securities premium instead of just restricting it to share premium. This would also be necessary for the purposes of accounting convenience and in line with the words used in the revised listing agreement and the Companies Act, 1956 (as amended).

In accordance with the provisions of Section 31 of the Companies Act, 1956, the Articles of Association may be altered by passing Special Resolution in that behalf.

A copy of the Articles of Association of the Company with the proposed amendments therein is available for inspection to the members of the Company at the Registered Office of the Company.

None of the Directors may be deemed to be concerned or interested in passing of the aforesaid Resolution.

The Board of Directors accordingly recommends the passing of the **Special Resolution** set out at Item No. 4 of this accompanying Postal Ballot Notice.

Registered Office:

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

Place: Mumbai

Date: 5th September, 2013

By Order of the Board

R. R. Kenkare

President & Head – Legal & Company Secretary

THOMAS COOK (INDIA) LIMITED

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



POSTAL BALLOT FORM

1. Name & Registered Address
of the sole/ first named
Member/ Beneficial Owner:

2. Name(s) of the joint holder(s)
(if any) :

3. Registered Folio No./
Client ID/ DP ID No.*:
*(Applicable to Members holding
shares in dematerialised form)

4. Number of shares held:

5. E-voting event number (EVEN):

6. User ID:

7. Password:

I/We hereby exercise my/our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 5th September, 2013 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below. **(Tick in both boxes will render the ballot invalid)**

Item No.	Description	No. of Shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Special Resolution for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of Thomas Cook (India) Limited			
2.	Special Resolution for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of subsidiaries of Thomas Cook (India) Limited			
3.	Special Resolution under Section 293(1)(a) of the Companies Act, 1956, authorising the Board / Committee of Directors for lease, sub-lease, sale, transfer, conveyance, assignment or otherwise disposal of the Company's immovable property/ies located at Mumbai			
4.	Special Resolution under Section 31 of the Companies Act, 1956, for alteration in the Articles of Association of the Company			

Place:

Date:

LAST DATE FOR RECEIPT OF POSTAL BALLOT FORM: MONDAY 21ST OCTOBER, 2013

Note: Please read carefully the instructions printed overleaf before exercising this form or e-voting.

(Signature of the Member/
Beneficial Owner/
Power of Attorney holder/
Authorised representative)

(P.T.O.)

INSTRUCTIONS

1. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/ beneficial owners as on 6th September, 2013. A member need not use all his/her votes or cast his/ her votes in the same way.
2. Voting by Postal Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from 22nd September, 2013, and ends on 21st October, 2013 at 6.00 p.m.
4. The result of the voting on the resolutions will be declared at the Registered Office of the Company on Friday, 25th October, 2013.
5. **Shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the valid vote by physical mode only will be considered.**
6. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
7. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be sent to: sharedept@in.thomascCook.com or write to the Company Secretary at the Registered Office of the Company.

Instructions for Voting by Physical Postal Ballot Form

8. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed business reply envelope. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member, will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
9. The self-addressed business reply envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
10. The Postal Ballot Form should be signed by the Shareholder. In case shares are jointly held, the Postal Ballot Form should be completed and signed (as per specimen signature registered/recorded with the Registrar /Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
11. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form.
12. The consent must be accorded by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (✓) in the appropriate column. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
13. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instructions no. 10 and 11 above) along with the Postal Ballot Form in the enclosed self-addressed business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
14. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
15. A member may request for a duplicate Postal Ballot Form, if so required, and the same, duly completed, should reach the scrutinizer not later than the last date for voting.
16. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
17. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on Monday, 21st October, 2013. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
18. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolutions.

Instructions for Electronic Voting (e-Voting)

For shareholders who wish to cast their votes electronically instead of dispatching Postal Ballot Form, the procedure and instructions are as follows: **(E-VOTING IS OPTIONAL)**

19. **(A) In case of Shareholders receiving e-mail from NSDL**
 - (i) For Members whose e-mail addresses have been registered: open the attached PDF file ["[thomascCook-voting.pdf](#)"] giving your Client ID or Folio No. as default password, which file contains your "User Id" and "Password for e-voting". For Members who have not registered their email ids: please refer to the user- id and password printed on the Postal Ballot Form.
 - (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.
 - (vi) Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits/ characters or combination thereof.
 - (vii) Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
 - (viii) Select "EVEN" of Thomas Cook (India) Limited for casting your vote.
 - (ix) Now you are ready for "e-voting" as "Cast Vote" page opens.
 - (x) 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.
 - (xi) 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 authorized to vote, to the Scrutinizer through email on tcCookscrutinizer@tsrDarashaw.com with a copy marked to evoting@nsdl.co.in.
 - (xii) In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
 - (xiii) e-voting period commences on 22nd September, 2013 and ends on 21st October, 2013 at 6.00 pm. The e-voting module will be disabled by NSDL for voting thereafter.
- (B) In case of Shareholders not receiving an email from NSDL but receiving Postal Ballot Form by Post**
 - (i) Initial password is provided in the Postal Ballot Form.
 - (ii) Follow the instructions from (iii) to (xiii) mentioned in item no 19(A) above for e-voting.
- (C) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600.**