

Thomas Cook (India) Ltd.

Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400 001
Board: +91-22-6160 3333

A FAIRFAX Company



Travel Smooth
thomascook.in

A FAIRFAX Company

30th January, 2015

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 500413
NCD Scrip Code: 949099
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 ISIN: INE332A08014
Fax No.: 2659 8237/38

Dear Sir,

Re: Unaudited Financial Results and Limited Review Report for the fourth quarter ended 31st December, 2014

Pursuant to Clause 41 of the Standard Listing Agreement, please find enclosed herewith the Unaudited Financial Results for the fourth quarter ended 31st December, 2014 along with Limited Review Report which were taken on record by the Board at its meeting held today, i.e. on 30th January, 2015.

Further, pursuant to the requirement of Clause 4 of the Debt Listing Agreement, the results also contain the prescribed line items.

This is for your information and records.

Thanking you,

Yours faithfully,
for Thomas Cook (India) Limited

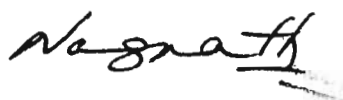
R. R. Kenkare
President & Head - Legal & Company Secretary

Encl.: a/a

The Board of Directors
Thomas Cook (India) Limited
Thomas Cook Building,
Dr. Dadabhai Naoroji Road,
Mumbai - 400 001

1. We have reviewed the results of Thomas Cook (India) Limited (the "Company") for the quarter ended December 31, 2014 which are included in the accompanying 'Un – audited financial results for the quarter and twelve months ended December 31, 2014 (the "Statement")', except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the Management but have neither been reviewed nor been audited by us. The Statement has been prepared by the Company pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges in India, which has been initialled by us for identification purposes. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors/ Committee of Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement.
3. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
4. We have only traced the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' in the Statement from the disclosures made by the Management and are, therefore, not expressing a review opinion thereon.
5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with the applicable Accounting Standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We have neither performed a review nor performed an audit of the figures/ notes for the consolidated results for the quarter ended December 31, 2014 and the year to date results for the period January 1, 2014 to December 31, 2014 as reported in the statement and accordingly do not express any opinion thereon.

For Lovelock & Lewes
Firm Registration Number: FRN 301056E
Chartered Accountants



Nagnath V Pai
Partner
Membership Number 036134

Mumbai
January 30, 2015



THOMAS COOK (INDIA) LIMITED
 Regd Office: Thomas Cook Building
 Dr. D.N. Road, Fort, Mumbai 400001
 CIN: L63040MH1978PLC020717
 Tel No: +91 22 6160 3333 Fax No: +91 22 2287 1069
 Email: sharedept@thomascok.com

UNAUDITED FINANCIAL RESULTS

FOR THE QUARTER AND TWELVE MONTHS ENDED 31ST DECEMBER, 2014

PART I	Particulars	Consolidated									
		1	2	3	4	5	6	7	8	9	10
		Quarter ended 31st Dec 2014 (Unaudited)	Quarter ended 30th Sept 2014 (Unaudited)	Quarter ended 31st Dec 2013 (Unaudited)	Twelve Months ended 31st Dec 2014 (Unaudited)	Year ended 31st Dec 2013 (Audited)	Quarter ended 31st Dec 2014 (Unaudited)	Quarter ended 30th Sept 2014 (Unaudited)	Quarter ended 31st Dec 2013 (Unaudited)	Twelve Months ended 31st Dec 2014 (Unaudited)	Year ended 31st Dec 2013 (Audited)
1	Income from Operations	8,334.1	11,206.6	8,090.1	41,270.8	36,139.9	10,427.4	12,393.7	10,426.8	47,465.2	42,676.3
	(a) Financial and Travel & Related Services	-	-	-	-	-	58,895.8	47,045.1	35,840.1	183,912.9	85,077.1
	(b) Human Resource Services	-	-	-	-	-	4,566.6	1,449.7	-	6,016.3	-
	(c) Vacation Ownership	634.0	365.8	314.7	1,558.9	1,670.4	842.0	358.8	292.7	1,585.9	1,803.1
	(d) Other Operating Income	8,968.1	11,572.4	8,404.8	42,829.7	37,810.3	74,331.8	61,247.3	46,559.6	238,980.3	129,556.5
	Total Income from operations (a+b+c+d)										
2	Expenditure	4,286.0	4,850.1	3,845.1	17,550.4	14,789.6	59,890.0	47,321.2	37,053.8	187,284.1	95,158.9
	(a) Employee Cost	881.0	578.1	443.2	2,570.1	1,599.1	785.5	754.0	492.3	2,715.7	1,708.0
	(b) Advertisement Cost	302.0	304.7	283.1	1,181.7	1,118.7	773.8	557.9	575.0	2,331.3	1,755.2
	(c) Depreciation/Amortisation	2,824.7	3,072.7	2,734.0	11,901.3	10,348.3	8,983.3	7,661.1	5,476.0	27,285.9	17,470.6
	(d) Other Expenditure	8,293.7	8,805.6	7,305.4	33,203.5	27,855.7	70,422.6	55,294.2	43,597.1	215,597.0	116,092.7
	Total Expenditure (a + b + c + d)										
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1 - 2)	674.4	2,766.8	1,099.4	9,626.2	9,954.6	3,909.2	4,953.1	2,962.5	19,383.3	13,463.8
4	Other Income	116.4	119.2	130.0	608.1	550.1	787.6	754.4	450.2	2,947.7	983.4
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	790.8	2,886.0	1,229.4	10,234.3	10,504.7	4,696.8	5,707.5	3,412.7	22,331.0	14,447.2
6	Interest and Finance expenses	1,098.1	1,200.8	929.6	4,849.6	3,475.3	1,551.9	1,535.9	1,236.9	6,244.2	4,221.2
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	(307.3)	1,685.2	299.8	5,384.7	7,029.4	3,144.9	4,171.6	2,175.8	16,086.8	10,226.0
8	Exceptional Items	-	-	-	-	-	-	-	-	-	-
9	Profit / (Loss) from ordinary activities before tax (7 + 8)	(307.3)	1,685.2	299.8	5,384.7	7,029.4	3,144.9	4,171.6	2,175.8	16,086.8	10,226.0
10	Tax Expense/(Writeback)	(98.2)	549.8	75.4	1,843.1	2,418.9	828.0	1,306.3	538.0	5,078.6	3,353.5
11	Net Profit / (Loss) from ordinary activities after tax (9 - 10)	(209.1)	1,135.4	224.4	3,541.6	4,612.5	2,316.9	2,865.3	1,637.8	11,008.2	6,872.5
12	Extraordinary items (Net of tax expense)	-	-	-	-	-	-	-	-	-	-
13	Net Profit / (Loss) for the period (11 - 12)	(209.1)	1,135.4	224.4	3,541.6	4,612.5	2,316.9	2,865.3	1,637.8	11,008.2	6,872.5
14	Share of Profit / (Loss) of Associates	-	-	-	-	-	-	(74.3)	-	-	-
15	Minority interest	-	-	-	-	-	500.1	572.2	323.7	1,892.5	650.5
16	Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of Associates (13 + 14 - 15)	(209.1)	1,135.4	224.4	3,541.6	4,612.5	1,816.8	2,218.8	1,314.1	9,115.7	6,222.0
17	Paid-up Equity Share Capital (Face Value of Re. 1 per Share)	2,544.5	2,542.0	2,476.8	2,544.5	2,476.8	2,544.5	2,542.0	2,476.8	2,544.5	2,476.8
18	Reserves Excluding Revaluation Reserve	-	-	-	-	58,543.0	-	-	-	-	66,345.5
19	Earning Per Share (EPS) (Not Annualised)	(0.09)	0.45	0.10	1.41	1.96	0.71	0.87	0.52	3.62	2.84
	(a) Basic EPS (Re)	(0.09)	0.42	0.10	1.38	1.91	0.63	0.78	0.51	3.13	2.57
	(b) Diluted EPS (Re)										



PART II										
A PARTICULARS OF SHAREHOLDING										
Particulars	Standalone				Consolidated					
	1 Quarter ended 31st Dec 2014 (Unaudited)	2 Quarter ended 30th Sept 2014 (Unaudited)	3 Quarter ended 31st Dec 2013 (Unaudited)	4 Twelve Months ended 31st Dec 2014 (Unaudited)	5 Year ended 31st Dec 2013 (Audited)	6 Quarter ended 31st Dec 2014 (Unaudited)	7 Quarter ended 30th Sept 2014 (Unaudited)	8 Quarter ended 31st Dec 2013 (Unaudited)	9 Twelve Months ended 31st Dec 2014 (Unaudited)	10 Year ended 31st Dec 2013 (Audited)
1 Public Shareholding - Number of Shares - Percentage of Shareholding	6,87,97,862 27.04%	6,84,63,660 26.94%	6,20,27,172 25.04%	6,87,97,862 27.04%	6,20,27,172 25.04%	6,87,97,862 27.04%	6,84,63,660 26.94%	6,20,27,172 25.04%	6,87,97,862 27.04%	6,20,27,172 25.04%
2 Promoter and Promoter Group Shareholding (a) Pledged/Encumbered - Number of Shares - % to the total shareholding of promoter and promoter group - % to the total share capital of the Company (b) Non-encumbered - Number of Shares - % to the total shareholding of promoter and promoter group - % to the total share capital of the Company	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -
	18,56,53,725 100.00% 72.96%	18,56,53,725 100.00% 73.06%	18,56,53,725 100.00% 74.96%	18,56,53,725 100.00% 72.96%	18,56,53,725 100.00% 74.96%	18,56,53,725 100.00% 72.96%	18,56,53,725 100.00% 73.06%	18,56,53,725 100.00% 74.96%	18,56,53,725 100.00% 72.96%	18,56,53,725 100.00% 74.96%
Particulars	Standalone				Consolidated					
	1 Quarter ended 31st Dec 2014	2 Quarter ended 30th Sept 2014	3 Quarter ended 31st Dec 2013	4 Twelve Months ended 31st Dec 2014	5 Year ended 31st Dec 2013	6 Quarter ended 31st Dec 2014	7 Quarter ended 30th Sept 2014	8 Quarter ended 31st Dec 2013	9 Twelve Months ended 31st Dec 2014	10 Year ended 31st Dec 2013
B INVESTOR COMPLAINTS Pending at the beginning of the quarter Received during the quarter Disposed of during the quarter Remaining unresolved at the end of the quarter	1 1 2 0									

Notes:

- The standalone results for the quarter and twelve months ended 31st December, 2014 have been subjected to a limited review by the statutory auditors in compliance with Clause 41 of the Listing Agreement with the Stock Exchanges.
- The above results were reviewed by the Audit Committee at its meeting held on 30th January, 2015 and approved at the meeting of the Board of Directors held on that date.
- In compliance with the provisions of the Companies Act, 2013, Thomas Cook (India) Ltd. (the "Company") has changed its financial year-end from 31st December to 31st March. Consequently, the current financial year will comprise 15 months from 1st January, 2014 to 31st March, 2015.
- The Board of Directors of the Company, Thomas Cook Insurance Services (India) Limited ("TCISIL") & Sterling Holiday Resorts (India) Limited ("Sterling") had at their meetings held on February 7, 2014 approved a composite scheme of arrangement and amalgamation pursuant to which there will be: (i) a demerger of the resort and timeshare business from Sterling to TCISIL, and (ii) amalgamation of residual Sterling into the Company. Pursuant to the scheme, (i) 116 equity shares of the Company will be issued to the shareholders of Sterling for every 100 equity shares held in Sterling in consideration of the demerger of the resort and timeshare business of Sterling to TCISIL; and (ii) 4 equity shares of the Company will be issued to the shareholders of Sterling for every 100 equity shares held in Sterling in consideration of the amalgamation of residual Sterling into the Company. Further, the Company had agreed to subscribe upto 36,000,000 equity shares of TCISIL, a wholly owned subsidiary of the Company, having face value of Rs. 10 each for an aggregate consideration of Rs. 7,200,000,000 at a premium of Rs. 190 per share, of which 25,650,000 shares for an aggregate consideration of Rs. 5,130,000,000 including premium of Rs. 4,373,500,000 have been subscribed to as on March 31, 2014. TCISIL has used a part of these funds for the acquisition of shares of Sterling, as follows: (i) 20,650,000 under share subscription agreement (ii) 17,035,325 from certain existing share holders of Sterling (iii) 10,208 from by way of an open offer in terms of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and (iv) 10,373,543 shares under share purchase agreement. Accordingly, TCISIL's stake in Sterling went up to 53.42% on September 3, 2014, and as such, Sterling has become a subsidiary of TCISIL in accordance with Accounting Standard (AS) 21 issued by the ICAI. As at December 31, 2014, The Company along with its subsidiaries holds 55.07% in Sterling. Consequently Sterling becoming a subsidiary of the Company, consolidated unaudited income from operations includes Sterling's revenue from Vacation Ownership Service.
- The composite scheme of arrangement and amalgamation of Sterling with TCISIL and the Company was approved by the shareholders of the Company, by way of postal ballot and E-Voting on 21st October 2014 and, pursuant to a meeting of the shareholders of the Company, convened by the Bombay High Court, held on 13th January, 2015. The petitions in relation to the aforesaid scheme were filed with the Bombay High Court on the 23rd of January, 2015.
- The Company's subsidiary IKYA Human Capital Solutions Limited has been renamed as Ques Corp Limited (hereinafter "Ques Corp") with effect from January 2, 2015.
- The consolidated unaudited results for the quarter and twelve months ended 31st December, 2014 include the consolidated unaudited results of Ques Corp for the quarter and twelve months ended 31st December, 2014 and Sterling for the period beginning from 3rd September, 2014 and consequently the same are not comparable with the consolidated audited results for the quarter and year ended 31st December, 2013, as in the previous year, Ques Corp results were consolidated from the period beginning 14th May, 2013 and Sterling became a subsidiary during quarter ended 30th September, 2014.
- During the quarter ended December 31, 2014, Ques Corp completed the acquisition of Brainhunter Systems Ltd. [previously Zylog Systems (Canada) Limited] by purchasing 7,000,100 shares of common stock being 100% of the issued, subscribed & paid up share capital of Brainhunter Systems Ltd. from its existing shareholders. Thus, Brainhunter Systems Ltd. [previously Zylog Systems (Canada) Limited] is a wholly owned subsidiary of Ques Corp with effect from 23rd October 2014 in the quarter ended 31st December, 2014 and consequently a step-down subsidiary of the Company.
- During the quarter ended December 31, 2014, Ques Corp entered into a definitive agreement with Fairfax Financial Holdings Limited (Fairfax) to acquire 48% stake of MFExchange Holdings, Inc. Canada through its step-down subsidiary, Magna Infoleech Inc., USA with effect from 30th November, 2014.
- During the quarter ended December 31, 2014, the 7,717,912, 0.001% Compulsarily Convertible Preference Shares (CCPS) held by the Company in Ques Corp were converted into equity shares in terms of the Subscription Agreement entered into with Ques Corp. As a result, the Company holds 76.46% in Ques Corp as at December 31, 2014.
- Previous period figures have been regrouped where necessary.

Place : Mumbai
Date : 30th January, 2015

For Thomas Cook (India) Limited
Madhavan Menon
Managing Director

LOVLOCK & LEWIS
Chartered Accountants
FRN 301055E
MUMBAI

THOMAS COOK (INDIA) LIMITED
MUMBAI

<p style="text-align: center;">  THOMAS COOK (INDIA) LIMITED Regd Office: Thomas Cook Building Dr. D.N. Road, Fort, Mumbai - 400001 CIN: L63040MH1978PLC020717 Tel No: +91 22 6160 3333 Fax No: +91 22 2287 1069 Email: sharedept@in.thomascook.com </p>									
BUSINESSWISE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND TWELVE MONTHS ENDED 31ST DECEMBER, 2014									
Particulars	Standalone			Consolidated					
	1 Quarter ended 31st Dec 2014 (Unaudited)	2 Quarter ended 30th Sept 2014 (Unaudited)	3 Quarter ended 31st Dec 2013 (Unaudited)	4 Twelve Months ended 31st Dec 2014 (Unaudited)	5 Year ended 31st Dec 2013 (Audited)	6 Quarter ended 31st Dec 2014 (Unaudited)	7 Quarter ended 30th Sept 2014 (Unaudited)	8 Quarter ended 31st Dec 2013 (Unaudited)	10 Year ended 31st Dec 2013 (Audited)
1 Segment Revenue									
(a) Financial Services	4,473.8	5,532.5	4,484.4	20,901.2	17,697.4	4,935.0	5,949.3	5,077.2	19,759.0
(b) Travel and Related Services	4,494.3	6,039.9	3,920.4	21,928.5	20,112.9	6,134.4	6,803.2	5,642.3	24,720.4
(c) Human Resource Services	-	-	-	-	-	58,665.8	47,045.1	35,840.1	85,077.1
(d) Vacation Ownership	-	-	-	-	-	4,566.6	1,449.7	-	-
Revenue from Operations	8,968.1	11,572.4	8,404.8	42,829.7	37,810.3	74,331.8	61,247.3	46,559.6	129,556.5
2 Segment Results									
Profit before Taxation and Interest									
(a) Financial Services	2,388.4	3,190.0	2,684.2	11,926.5	10,053.0	2,482.1	3,238.6	2,687.5	10,477.1
(b) Travel and Related Services	55.9	1,580.0	243.8	5,607.5	6,009.3	904.9	1,493.4	913.2	6,787.2
(c) Human Resource Services	-	-	-	-	-	2,846.6	2,941.7	2,487.0	4,506.2
(d) Vacation Ownership	-	-	-	-	-	124.4	154.5	-	-
Total	2,444.3	4,770.0	2,928.0	17,534.0	16,062.3	6,358.0	7,828.2	6,087.7	21,770.5
Less: Interest and Finance expenses	1,098.1	1,200.8	329.6	4,849.6	3,475.3	1,551.3	1,535.9	1,236.9	4,221.2
Common Expenditure	1,653.5	1,884.0	1,598.6	7,299.7	5,557.6	1,661.2	2,120.7	2,675.0	7,323.3
Profit / (Loss) from ordinary activities before tax	(307.3)	1,685.2	299.8	5,384.7	7,029.4	3,144.9	4,171.6	2,175.8	10,226.0
3 Capital Employed									
(a) Financial Services	15,017.2	19,934.8	16,304.2	15,017.2	16,304.2	18,295.7	23,190.6	19,510.4	19,510.4
(b) Travel and Related Services	(7,231.6)	(1,305.4)	(1,497.8)	(7,231.6)	(1,497.8)	(5,431.1)	3,155.4	(588.8)	(588.8)
(c) Human Resource Services	-	-	-	-	-	16,912.9	8,908.1	13,464.7	13,464.7
(d) Vacation Ownership	-	-	-	-	-	25,366.0	25,366.0	25,366.0	-
Sub Total	7,785.6	18,629.4	14,806.4	7,785.6	14,806.4	55,143.5	60,514.1	32,386.3	32,386.3
Add: Common Capital Employed	108,353.3	97,392.7	46,272.6	108,353.3	46,272.6	79,051.7	66,696.2	38,495.2	36,495.2
Total	116,138.9	116,022.1	61,079.0	116,138.9	61,079.0	134,195.2	127,210.3	68,881.5	68,881.5

Notes:

1 There has been change in nature of Segment Reporting, whereby the retail purchase and sale of foreign currencies and paid documents have been reclassified under Financial Services, as against Travel and Related Services earlier. To ensure a more appropriate presentation of events or transactions in the financial statements of the enterprise. This has resulted in the reclassification of previous quarter / year segment information between Financial Services, Travel and Related Services and Human Resource Services. Includes wholesale & retail purchase and sale of foreign currencies and paid documents.

Travel and Related Services- Includes tour operations, travel management, visa services and travel insurance and related services.

Human Resource Services- Includes staffing services, facilities management services, selection services, training fees and food service.

Vacation Ownership- Includes the time-share holidays business.



Notes (Continued):

The impact of the change in Segment Reporting in the Standalone and Consolidated results for the Quarter and the year ended 31st December, 2013, on account of the above change is as follows:

	Rupees in Lakhs			
	Quarter Ended 31st Dec 2013		Year Ended 31st Dec 2013	
	Standalone	Consolidated	Standalone	Consolidated
Segment Revenue				
Financial Services	3,726.7	4,152.1	14,105.8	15,706.9
Travel and Related Services	(3,726.7)	(4,152.1)	(14,105.8)	(15,706.9)
Segment Results				
Profit before Taxation and Interest				
Financial Services	2,224.5	2,249.9	8,012.8	8,446.1
Travel and Related Services	(2,348.4)	(2,374.3)	(8,525.6)	(8,959.4)
Human Resource Services	-	1,784.4	-	1,472.0
Common Expenditure	123.9	(1,660.0)	512.8	(958.7)
Capital Employed				
Financial Services	3,283.1	5,322.7	3,283.1	5,322.7
Travel and Related Services	(23,551.7)	(23,292.5)	(23,551.7)	(23,292.5)
Human Resource Services	(16,247.0)	(4,702.3)	(16,247.0)	(4,702.3)
Common Capital Employed	36,515.6	22,672.1	36,515.6	22,672.1

2 As per clause 41 of the Listing Agreement, only Primary Segments are required to be disclosed and hence, Secondary segments are not being disclosed.

3 The consolidated unaudited results for the quarter and twelve months ended 31st December, 2014 include the consolidated unaudited results of Quess Corp for the quarter and twelve months ended 31st December, 2014 and Sterling for the period beginning from 3rd September, 2014 and consequently the same are not comparable with the consolidated audited results for the quarter and twelve months ended 31st December, 2013 as in the previous year Quess Corp results were consolidated from the period beginning 14th May, 2013 and acquisition of Sterling was completed in the quarter ended 30th September, 2014.

4 Previous period figures have been regrouped where necessary.

For Thomas Cook (India) Limited

Madhavan Menon
Managing Director

Place : Mumbai
Date : 30th January, 2015

