

Thomas Cook (India) Limited



— ANNUAL REPORT 2007 —







NOTICE

NOTICE is hereby given that the Thirty-first ANNUAL GENERAL MEETING of THOMAS COOK (INDIA) LIMITED will be held at Rama Watumull Auditorium, K. C. College, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020 on Friday, 27th June 2008 at 3.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st December 2007, the Profit and Loss Account for the twelve months ended 31st December 2007, the Report of the Directors and the Auditors thereon.
2.
 - a) To confirm Dividend paid for Class 'A' Cumulative Redeemable Preference Shares.
 - b) To declare Dividend for Class 'B' Preference Shares and Class 'C' Preference Shares.
 - c) To declare dividend for Equity Shares for the year ended 31st December 2007.
3. To appoint a Director in place of Mr. Udayan Bose, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Anant Vishnu Rajwade, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Hoshang S. Billimoria, who retires by rotation, and being eligible, offers himself for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this Meeting, until the conclusion of the next Annual General Meeting of the Company and to authorise the Board to fix their remuneration.
7. 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 228 and other applicable provisions, if any, of the Companies Act, 1956, M/s. PricewaterhouseCoopers, Chartered Accountants, Colombo, Sri Lanka be and are hereby re-appointed as the Branch Auditors of the Sri Lanka Branch of the Company to hold office from the conclusion of this Meeting upto the conclusion of the next Annual General Meeting to examine and audit the books of account of the Sri Lanka Branch of the Company for the financial year 01-01-2008 to 31-12-2008 at a remuneration to be fixed by the Board of Directors and the Branch Auditors mutually.”

SPECIAL BUSINESS:

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

“RESOLVED THAT, in partial modification of the ordinary resolution passed by the Company at its Annual General Meeting held on 25th June 2007, and subject to such approvals including that of the Central Government, if any, as may be required under the applicable law, and pursuant to Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 (the Act), read with Schedule XIII of the Act, consent of the Company be and is hereby accorded to the variation in terms and conditions of appointment and remuneration of Mr. Vinayak K. Purohit, Executive Director – Finance, contained in the Agreement dated 14th May 2007 (hereinafter referred to as the Original Agreement), as varied by the Agreement dated

30th November 2007 (hereinafter referred to as the Supplemental Agreement, and both agreements referred to as Agreements) with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or Agreements so as not to exceed the limits specified under the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof, for the time being in force or any amendments and/or modification(s) that may hereafter be made thereto by the Central Government in that behalf from time to time or any amendments thereto as may be agreed to between the Board and Mr. Vinayak K. Purohit, in the manner hereunder:

To replace the Clause 18 of the Annexure to the Service Agreement dated 14th May 2007 with the following:

“18. Cost to Company for accommodation (per annum with effect from 1st November 2007): Rs. 26,00,000/-”

All other terms and conditions stated in the Original Agreement shall be applicable accordingly, except as mentioned hereinabove.

RESOLVED FURTHER THAT in the event in any financial year, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule XIII to the Act, unless otherwise approved by the Central Government, the remuneration shall be paid as per the monetary ceiling prescribed in Schedule XIII of the Act or any re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors and/or Mr. R. R. Kenkare, President & Head – Legal & Company Secretary, be and are hereby authorised severally to do such other acts, deeds and things as may be necessary to give effect to this resolution.”

9. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, Mr. Manny Fontenla-Novoa, who was appointed by the Board of Directors as an Additional Director with effect from 30th March 2008 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 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.”

10. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, Mr. Roland Zeh, who was appointed by the Board of Directors as an Additional Director with effect from 30th March 2008 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 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.”

11. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, Dr. Juergen Bueser, who was appointed by the Board of Directors as an Additional Director with effect from 30th March 2008 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 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.”

12. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, Mr. Michael Hallisey, who was appointed by the Board of Directors as an Additional Director with effect from 30th March 2008 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 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.”

13. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered in the manner and to the extent following:

- (i) Definition of “TCO” in the existing Article 2, be amended as follows:

TCO: for the purposes of this Memorandum and Articles of Association means Thomas Cook UK Limited, a company incorporated in the United Kingdom and having its principal office at Thomas Cook Business Park, Coningsby, Peterborough, PE3 8SB, United Kingdom or such other address notified to the Board of Directors from time to time, which expression shall include its successors, assigns and nominees and its parent, holding, subsidiary company either direct or howsoever removed or associate companies, companies under common control or management, or bodies corporate and any company, corporation or body corporate in which Thomas Cook UK Limited is amalgamated or merged or its parent, subsidiary or associate companies and bodies corporate have merged.

AND RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary to give effect to this 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

Dated: 31st March 2008

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy form, in order to be valid, should be lodged with the Company at its registered office at least 48 hours before the scheduled time of the meeting.
 2. The Register of Members and the Share Transfer Register of the Company will remain closed from Monday, 23rd June 2008 to Friday, 27th June 2008 (both days inclusive).
 3. The Dividend when declared, will be payable to those shareholders of the Company, holding shares in physical form, whose names appear on the Register of Members on Friday, 27th June 2008 and to those shareholders of the Company, holding shares in electronic form, whose names appear on the Benpos (Beneficiary Position) download of Friday, 20th June 2008.
 4. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business is annexed to this Notice.
 5. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least ten (10) days before the date of the Meeting, so that the information required may be made available at the meeting.
 6. Members are requested to bring the attendance slips along with their copies of the Report and accounts to the meeting. As a measure of economy, copies of the annual report will not be distributed at the Annual General Meeting.
 7. Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agents to facilitate better service:
 - (i) any change in their address/mandate/bank details
 - (ii) particulars of their bank account in case the same have not been sent earlier, and,
 - (iii) share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
 8. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the Dividend Warrants as per the applicable regulations of the Depository. The Company will not act on any direct request from such members for change/deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants immediately.
 9. Members may please note that pursuant to the provisions of Section 205(A)(5) of the Companies Act, 1956, dividend for the financial year 2000 and thereafter, which remains unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies Act, 1956, as and when the same falls due for such transfer. Members who have not encashed their dividend warrants for the financial year ended 31st December 2000 or thereafter are requested to write to the Company's Registrars and Transfer Agents.
- All Unclaimed Dividend remaining unpaid/unclaimed for the financial year ended 31st December 1999, has been transferred to the Investor Education and Protection Fund.

Members are requested to note that no claim shall lie against the Company or the said Fund in respect of any amounts which are unclaimed and unpaid for a period of seven years from the dates that they first become due for payment and no payment shall be made in respect of any such claims.

10. Nomination facility for shares is available for members. The prescribed format is attached and can be obtained from the Company's Registrars and Share Transfer Agents, M/s. TSR DARASHAW LIMITED, 6-10, Haji Moosa Patrawala Indl. Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011.
11. Mr. Udayan Bose, Mr. Anant Vishnu Rajwade and Mr. Hoshang S. Billimoria retire by rotation and are eligible for re-appointment at the Annual General Meeting.

Brief resumes of the aforesaid Directors being appointed/re-appointed are included in the Corporate Governance Report forming a part of the Annual Report.

EXPLANATORY STATEMENT

As required under Section 173(2) of the Companies Act, 1956, the Explanatory Statement sets out all the material facts concerning the Special Business referred to in the accompanying Notice dated 31st March 2008.

Item No. 8

The Board had, on the recommendation of the Recruitment & Remuneration Committee, vide circular resolution dated 14th May 2007, and Agreement dated 14th May 2007 (hereinafter referred to as the Original Agreement), approved the appointment of Mr. Vinayak Purohit as a Whole-time Director designated as "Executive Director – Finance" for a period of three years commencing from 14th May 2007 and expiring on 13th May, 2010. Further, the shareholders approved his appointment at the Annual General Meeting held on 25th June, 2007.

The Recruitment & Remuneration Committee approved the revision in Mr. Purohit's terms of appointment, particularly, the cost to the Company for his accommodation. Mr. Purohit and the Company have mutually revised the terms vide circular resolution dated 30th November 2007 and Supplemental Service Agreement dated 30th November 2007 (hereinafter referred to as the Supplemental Agreement), subject to the approval of the members of the Company at the General Meeting of the Company and subject to such further approvals including that of the Central Government, if any, as may be required under the applicable law. The extracts of the revision of the terms of appointment were already mailed to all the shareholders as required under Section 302 of the Companies Act, 1956.

However, for easy reference, the modified terms and conditions of his appointment and remuneration as set out in the Supplemental Agreement are given below:

Replace Clause 18 of the Annexure to the Service Agreement dated 14th May 2007 with the following:

"18. **Cost to Company for accommodation** (per annum with effect from 1st November 2007): Rs. 26,00,000/-"

All other terms and conditions stated in the Original Agreement shall be applicable accordingly, except as mentioned hereinabove.

The Directors recommend the passing of the Ordinary Resolution.

No Director other than Mr. Vinayak Purohit is concerned or interested in the above.

Item Nos. 9 to 12

Mr. Manny Fontenla-Novoa, Dr. Juergen Bueser, Mr. Roland Zeh and Mr. Michael Hallisey were appointed as Additional Directors on the Board of Directors at the Board Meeting held on 30th March 2008. As Additional Directors, they hold office upto the date of the ensuing Annual General Meeting of the Company. The Company has received notices in writing under Section 257 of the Companies Act, 1956, from certain members proposing their candidature for the office of a Director liable to retire by rotation.

The Directors recommend the passing of the Ordinary Resolutions.

No Director other than Mr. Manny Fontenla-Novoa, Dr. Juergen Bueser, Mr. Roland Zeh and Mr. Michael Hallisey may be considered to be concerned or interested in the above.

Item No. 13

With the takeover of 100% shareholding of TCIM Limited (TCIM) by Thomas Cook UK Ltd. and subsequent Share Purchase Agreement between Dubai Financial Group (LLC) (the erstwhile majority stakeholder in the Company) and Thomas Cook UK Ltd. to take over the 100% shareholding in TCIM by Thomas Cook UK Ltd., it is necessary that a particular clause in respect of the definition of TCO in the Articles of Association of the Company be revised.

In accordance with the provisions of Section 31 of the Companies Act, 1956, the Articles of Association may be altered only by a Special Resolution.

The Board of Directors, therefore, recommend the passing of the Special Resolution contained in Item No. 13 of the accompanying Notice.

None of the Directors may be considered to be concerned or interested in the above.

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

Dated: 31st March 2008



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 _____ of _____ as my/our proxy to

attend and vote for me/us and on my/our behalf at the **THIRTY-FIRST ANNUAL GENERAL MEETING** of the Company to be held on Friday, 27th June 2008 at 3.30 p.m. at Rama Watumull Auditorium, K.C. College, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020 or at any adjournment/s thereof.

Signed this _____ day of _____, 2008

Signature _____

Affix
Rupee 1
Revenue
Stamp

Note: The Proxy must be returned duly completed so as to reach the Registered Office not less than 48 hours before the Meeting.

TEAR HERE



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 **THIRTY-FIRST ANNUAL GENERAL MEETING** of THOMAS COOK (INDIA) LIMITED held on Friday, 27th June 2008 at 3.30 p.m. at Rama Watumull Auditorium, K.C. College, 124, Dinshaw Wachha 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 and Annual Accounts.

Instructions :

1. The Nomination can be made by individuals only, applying/holding Shares on their own behalf, singly or jointly. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of Power of Attorney cannot nominate. If the Shares are held jointly, all joint holders will sign the Nomination Form. Space is provided as a specimen, if there are more joint holders more sheets can be added for signatures of holders of Shares and witnesses.
2. A minor can be nominated by a holder of Shares and in that event, the name and address of the guardian shall be given by the holder.
3. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
4. Nomination shall stand rescinded upon transfer of Shares.
5. Transfer of Shares in favour of a nominee shall be a valid discharge by a company against the legal heir.
6. The Nomination Form shall be filed in duplicate with the Share Transfer Agent or at the Registered Office of the Company.

