

THOMAS COOK (INDIA) LIMITED

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www.thomascook.in | E-mail id: enquiry@in.thomascook.com



NOTICE

NOTICE is hereby given that an EXTRAORDINARY GENERAL MEETING of **THOMAS COOK (INDIA) LIMITED** will be held on Tuesday, 16th September, 2014 at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020 at 2.30 p.m., to transact the following business:

SPECIAL BUSINESS:

1. 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 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules'), including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr. M. K. Sharma, (DIN 00327684), Director of the Company whose period of office is liable to retirement by rotation as per the erstwhile applicable provisions of the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from 16th September, 2014 or till such earlier date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and/ or by any applicable statutes, rules, regulations or guidelines;

RESOLVED FURTHER THAT, any Director and/ or the Company Secretary of the Company, be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

2. 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 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules'), including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr. Uday Khanna, (DIN 00079129), Director of the Company whose period of office is liable to retirement by rotation as per the erstwhile applicable provisions of the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from 16th September, 2014 or till such earlier date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and/ or by any applicable statutes, rules, regulations or guidelines;

RESOLVED FURTHER THAT, any Director and/ or the Company Secretary of the Company, be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

3. 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 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules'), including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mrs. Kishori Udeshi, (DIN 01344073), Director of the Company whose period of office is liable to retirement by rotation as per the erstwhile applicable provisions of the Companies Act, 1956 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from 16th September, 2014 or till such earlier date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and/ or by any applicable statutes, rules, regulations or guidelines;

RESOLVED FURTHER THAT, any Director and/ or the Company Secretary of the Company, be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

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

“**RESOLVED THAT**, pursuant to the provisions of the Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Incorporation) Rules, 2014 (‘the Rules’), including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force, the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT, any Director and/or the Company Secretary of the Company, be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

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

“**RESOLVED THAT**, in supersession of the resolution previously passed by the members at the Annual General Meeting held on 30th May, 2014 with regard to payment of commission to Non-Executive Directors and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the Non-Executive Directors of the Company (i.e. directors other than the Managing Director and/or the Whole Time Directors) be paid, remuneration, in addition to sitting fees for attending the meetings of the Board of Directors or Committees thereof as the Board of Directors may from time to time determine either by way of monthly payment or at specified percentage of the net profits or partly by one way and partly by the other to such Non-Executive Directors as the Board of Directors may determine from time to time at its discretion, not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT, the Board of Directors (including the Nomination and Remuneration Committee) and/ or Company Secretary of the Company, be and are hereby authorised severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“**RESOLVED THAT**, in supersession of the resolution previously passed by the members of the Company by Postal Ballot on 31st August, 2006 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions, Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution) to borrow from time to time such sum(s) of money(ies), secured or unsecured, as it may deem requisite for the purpose of the business of the Company, notwithstanding that money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) would exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that, apart from the aforesaid aggregate of the paid-up share capital of the Company and its free reserves, the total amount upto which money(ies) may be borrowed shall not exceed the sum of ₹ 500,00,00,000/- (Rupees Five Hundred Crore Only);

RESOLVED FURTHER THAT, the Board of Directors of the Company (which term shall be deemed to include any Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution) be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution;

RESOLVED FURTHER THAT, any Director and/ or the Company Secretary of the Company, be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

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

“**RESOLVED THAT**, in supersession of all resolutions passed by the Members of the Company, pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, consent of the Company be and is hereby accorded to the creation of security/ mortgage/ pledge/ hypothecation/ charge or encumbrance by the Board of Directors of the Company over all the immovable and movable properties and assets of the Company wheresoever situate, present and future, of the whole or substantially the whole of the undertaking of the Company together with power to take over the management of the business and concern of the Company in certain events in favour of Banks/ Financial Institutions, other investing agencies and trustees for holders of debentures/ bonds/ other instruments to secure rupee/ foreign currency loan/

bonds/ foreign currency convertible bonds/ debentures or any other instruments/ securities (hereinafter collectively referred to as "Loans") together with interest at the agreed rates, compound/further interest, commitment charges, charges, expenses and all other monies payable by the Company in respect of the said loans in terms of the agreements to be entered into by the Company in respect of the said loans;

RESOLVED FURTHER THAT, the Board of Directors of the Company (which term shall be deemed to include any Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution) be and is hereby authorised to finalise with the abovementioned lending institution(s) or lending entity(ies) the documents for creating the aforesaid mortgages and/ or charges and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution."

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

"RESOLVED THAT, pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches, together with those already issued, aggregating up to ₹ 200,00,00,000/- (Rupees Two Hundred Crore Only), on private placement, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT, the Board of Directors of the Company (which term shall be deemed to include any Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution) be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT, pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to invest, on such terms and conditions as the Board of Directors may deem fit, in other bodies corporate, Mutual Funds, Bank Deposits, etc. from time to time, in excess of 60% of the paid up share capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate value of such investments made over and above the aforesaid limits, shall not exceed ₹ 400,00,00,000/- (Rupees Four Hundred Crore Only);

RESOLVED FURTHER THAT, the Board of Directors of the Company (which term shall be deemed to include any Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution), be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed expedient and necessary to give effect to this resolution."

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

"RESOLVED THAT, in partial modification of the special resolution passed by the Company at its Annual General Meeting held on 15th June, 2012, in terms of the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors through its respective resolutions dated 26th June, 2014 and 25th July, 2014 and pursuant to Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Schedule V of the Act and the Rules made thereunder, wherever applicable, consent of the members be and is hereby accorded to the variation in terms and conditions of appointment in relation to remuneration of Mr. Madhavan Menon, Managing Director, (DIN: 00008542) as contained in the Service Agreement dated 26th March, 2012 (hereinafter referred to as the Original Agreement), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/ or remuneration and/ or agreement however so as to not exceed the limits specified under the Act, Rules made thereunder including any statutory modification(s), 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. Madhavan Menon, with effect from 1st June, 2014 for the rest of his tenure i.e. upto 28th February, 2015, in the manner hereunder:

To replace Clause 9.d.ii. of the Service Agreement dated 26th March, 2012 with the following:

"9.d.ii. Car / Conveyance Allowance: Mr. Menon and his family shall be entitled to conveyance allowance or the use of a suitable air-conditioned car and all expenses for the maintenance, running and upkeep of such car, subject to the same not exceeding ₹ 31,39,941/- (Rupees Thirty One Lakh Thirty Nine Thousand Nine Hundred & Forty One Only) per annum with effect from 1st June, 2014);"

Save and except the above, all other terms and conditions stated in the Original Agreement shall remain unchanged.

RESOLVED FURTHER THAT, any Director of the Company and/ or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto and also to carry out any changes, modifications or instructions which the Central Government may direct, if so required, whilst granting such approval.”

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)

Date: 7th August, 2014

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXIES NEED NOT BE MEMBER(S). IN ORDER TO BE VALID, PROXY FORMS DULY COMPLETE IN ALL RESPECTS, SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding Fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.
- All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company during the business hours on all working days except Saturdays, Sundays & Public Holidays between 11.00 a.m. and 1.00 p.m. upto the date of Extraordinary General Meeting.
- Members attending the meeting are requested to bring with them the Attendance Slip attached to the Notice duly filled in and signed and handover the same at the entrance of the hall.
- Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Extraordinary General Meeting.
- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extraordinary General Meeting to be held on 16th September, 2014 by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

Members whose email addresses are registered with the Company/Depository Participant (s)	<ol style="list-style-type: none"> NSDL shall send the User ID and Password/Pin through email to the Members. The above password is an initial password.
Members who have not registered their email addresses.	The User ID and Password is provided at the bottom of the attendance slip for the EGM as mentioned below: <u>EVEN (E-Voting Event Number)</u> <u>User ID</u> <u>Password</u>

- Procedure to be followed by the Members:
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on Shareholder - Login
 - Put user ID and password as initial password/PIN as mentioned above. Click Login.
 - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - Select "EVEN" (E-Voting Event Number) of Thomas Cook (India) Limited.
 - Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (x) 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 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 authorised to vote, to the Scrutinizer through e-mail to tcookscrutinizer@tsrdarashaw.com with a copy marked to evoting@nsdl.co.in
- II. 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
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on 10th September, 2014 at 9.00 a.m. and ends on 12th September, 2014 at 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 8th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the cut-off date (record date) of 8th August, 2014.
- VII. Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries (Membership No. FCS: 327) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with this Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries, (Membership No. FCS: 327) at the Registered Office of the Company not later than Friday, 12th September, 2014, 6.00 p.m. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to tcookscrutinizer@tsrdarashaw.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Friday, 12th September, 2014, 6.00 p.m. Ballot Form received after this date and time will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- X. The Results shall be declared on or after the Extraordinary General Meeting of the Company convened for the purpose. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website i.e. www.thomascook.in and on the website of NSDL within two (2) days of passing of the Resolutions at the Extraordinary General Meeting of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

Explanatory Statement

[Pursuant to Section 102(2) of the Companies Act, 2013]

The following explanatory statement sets out all material facts relating to Special Business of the accompanying Notice of the Extraordinary General Meeting to be held on 16th September, 2014.

Item No. 1:

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. M. K. Sharma as Non-Executive Independent Director, in compliance with the requirement of the said clause, whose period of office is liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

As per the provisions of Section 149(4) of the Companies Act, 2013 which has come into effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors who are not liable to retire by rotation.

The Company has received from Mr. M. K. Sharma, (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Further, the Company has received notice from a member signifying his intention to propose appointment of Mr. M. K. Sharma along with the requisite deposit.

In the opinion of the Board, Mr. M. K. Sharma fulfils the conditions specified under the Companies Act, 2013 and Rules framed thereunder for appointment as an Independent Director and he is Independent of the Management.

In compliance with provisions of section 149 of read with Schedule IV of the Companies Act, 2013, the appointment of Mr. M. K. Sharma as Independent Director is now being placed before the Members for their approval.

The copy of the draft letter of appointment and the terms and conditions of appointment of Mr. Sharma, shall be open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on any working day, excluding Saturdays, Sundays & Public Holidays upto the date of Extraordinary General Meeting.

Brief profile of Mr. M. K. Sharma is annexed herewith.

The Board considers that the continued association of Mr. M. K. Sharma would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. M. K. Sharma as an Independent Director.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 1 of the accompanying Notice for approval by the members.

Except Mr. M. K. Sharma, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution set out in Item No. 1. Disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges is appended herewith.

Item No. 2:

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Uday Khanna as Non-Executive Independent Director, in compliance with the requirement of the said clause, whose period of office is liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

As per the provisions of Section 149(4) of the Companies Act, 2013 which has come into effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors who are not liable to retire by rotation.

The Company has received from Mr. Uday Khanna, (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Further, the Company has received notice from a member signifying his intention to propose appointment of Mr. Uday Khanna along with the requisite deposit.

In the opinion of the Board Mr. Uday Khanna fulfils the conditions specified under the Companies Act, 2013 and Rules framed thereunder for appointment as an Independent Director and he is Independent of the Management.

In compliance with provisions of section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Uday Khanna as Independent Director is now being placed before the Members for their approval.

The copy of the draft letter of appointment and the terms and conditions of appointment of Mr. Uday Khanna, shall be open

for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on all working days, excluding Saturdays, Sundays and Public Holidays upto the date of Extraordinary General Meeting.

Brief profile of Mr. Uday Khanna is annexed herewith.

The Board considers that the continued association of Mr. Uday Khanna would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Uday Khanna as an Independent Director.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 2 of the accompanying Notice for approval by the members.

Except Mr. Uday Khanna, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution set out in Item No. 2. Disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges is appended herewith.

Item No. 3:

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mrs. Kishori Udeshi as Non-Executive Independent Director, in compliance with the requirement of the said clause, whose period of office is liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

As per the provisions of Section 149(4) of the Companies Act, 2013 which has come into effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors who are not liable to retire by rotation.

The Company has received from Mrs. Kishori Udeshi, (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Further, the Company has received notice from a member signifying his intention to propose appointment of Mrs. Kishori Udeshi along with the requisite deposit.

In the opinion of the Board Mrs. Kishori Udeshi fulfils the conditions specified under the Companies Act, 2013 and Rules framed thereunder for appointment as an Independent Director and she is Independent of the Management.

In compliance with provisions of section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mrs. Kishori Udeshi as Independent Director is now being placed before the Members for their approval.

The copy of the draft letter of appointment and the terms and conditions of appointment of Mrs. Kishori Udeshi, shall be open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on all working days, excluding Saturdays, Sundays and Public Holidays upto the date of Extraordinary General Meeting.

Brief profile of Mrs. Kishori Udeshi is annexed herewith.

The Board considers that the continued association of Mrs. Kishori Udeshi would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Kishori Udeshi as an Independent Director.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 3 of the accompanying Notice for approval by the members.

Except Mrs. Kishori Udeshi, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution set out in Item No. 3. Disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges is appended herewith.

Item No. 4:

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted, from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act, 2013 which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of the Companies Act, 2013 including the Rules framed thereunder and adoption of specific Sections from Table "F" to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

Member's attention is invited to certain salient provisions in the new draft of Articles of Association of the Company viz.:

1. Provisions relating to the appointment of independent and women directors have been added.

2. Provisions relating to the appointment of Key Managerial Personnel have been added.
3. Provisions relating to use of the electronic medium to communicate with the shareholders and directors have been added.
4. Various existing articles have been aligned with the Act.
5. The statutory provisions of the Act which permit a company to do some acts "if so authorised by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included.

The proposed new draft of Articles of Association is available for inspection by the members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and Public holidays, during business hours between 11.00 a.m. and 1.00 p.m. upto the date of the Extraordinary General Meeting.

The Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution set out in Item No. 4 of the Notice.

Item No. 5:

Section 197 of the Companies Act, 2013 provides for payment of remuneration to the directors who are neither Managing Directors nor Whole-Time Directors (i.e. Non-Executive Directors) which shall not exceed one percent of the net profits of the Company. The Board of Directors of the Company, subject to the approval of members of the Company, propose to remunerate the Non-Executive Directors not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013.

The said remuneration to Non-Executive Directors, if paid, shall be in addition to sitting fee payable to them for attending meetings of the Board and Committees thereof.

The Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the members.

Save and except Mr. M. K. Sharma, Mr. Uday Khanna and Mrs. Kishori Udeshi, being the Non-Executive Directors of the Company, and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution set out in Item No. 5 of the Notice.

Item Nos. 6 & 7:

The shareholders of the Company had passed Ordinary Resolutions in terms of erstwhile Section 293(1)(d) and 293(1)(a) of the Companies Act, 1956, authorising the Board of Directors of the Company to borrow funds up to ₹ 500,00,00,000 (Rupees Five Hundred Crore only) and to create charge or security on the assets of the Company for securing the borrowings that would be made by the Company from time to time.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up share capital and free reserves (i.e. reserves not set apart for any specific purpose).

The provisions of Section 180(1)(a) of the Companies Act, 2013 provide, *inter alia*, that the Board of Directors of a public company shall not, without the consent of shareholders in the General Meeting, sell, lease or create any security on the assets of the Company or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or if Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking.

It is, therefore, necessary for the members to pass Special Resolutions under Section 180(1)(c) and Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item Nos. 6 and 7 of the Notice, to enable the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company but not exceeding ₹ 500,00,00,000 (Rupees Five Hundred Crore only) over and above the aggregate of the paid up share capital and free reserves of the Company and to create charge / security on the assets, movable and/ or immovable properties, of the Company through mortgage or pledge or hypothecation or otherwise or through a combination of them for securing the borrowings. The limits presently sought are the same as were approved earlier. As the creation of security/ mortgage/ pledge/ hypothecation/ charge or encumbrance may be covered by the term "otherwise disposed of" used in Section 180(1)(a) of the Companies Act, 2013, accordingly, approval of the shareholders is sought by way of Special Resolutions set out at Item Nos. 6 and 7 of the Notice.

The Board of Directors accordingly recommends the Special Resolutions set out at Item Nos. 6 and 7 of the accompanying Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolutions set out in Item Nos. 6 and 7 of the Notice.

Item No. 8:

In order to augment long term resources for financing its working capital requirements, capital expenditure and/ or for other business opportunities, the Company may offer or invite subscription for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 8 of the Notice. This resolution enables the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the conclusion of this Extraordinary General Meeting.

The Board recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution set out in Item No. 8 of the Notice.

Item No. 9:

The provisions relating to making investments in other bodies corporate, Mutual Funds, Bank Deposits, etc. was governed by erstwhile Section 372A of the Companies Act, 1956 for which approval of the shareholders was taken from time to time. In view of enactment of the new Companies Act, 2013, it is desirable to seek fresh approval of the shareholders for existing as well as proposed inter corporate investments in other bodies corporate, Mutual Funds, Bank Deposits, etc. under new Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 9 of the Notice in the accompanying notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at Item No. 9 of the Notice.

Item No. 10:

The Board of Directors of Thomas Cook (India) Limited (the Company or TCIL) has, on recommendation of the Nomination and Remuneration Committee, at the meeting held on 25th July, 2014, approved the variation in the terms and conditions of appointment of Mr. Madhavan Menon, Managing Director, with effect from 1st June, 2014 for the rest of his tenure i.e. upto 28th February, 2015, subject to the approval of the members of the Company and subject to such further approvals if any, including that of the Central Government, as may be required under the applicable law.

The Company proposes to increase the car allowance from ₹ 23,00,000/- per annum to ₹ 31,39,941/- per annum.

The copy of the draft proposed agreement setting out the variation in the terms and conditions of appointment and remuneration of Mr. Madhavan Menon, shall be open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on all working days, excluding Saturdays, Sundays and Public Holidays upto the date of Extraordinary General Meeting.

The Board of Directors recommends the passing of the Special Resolution contained in Item No. 10 of the accompanying Notice.

Mr. Madhavan Menon is interested and concerned in the resolution mentioned at Item No. 10. Other than Mr. Menon, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the aforesaid 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)

Date: 7th August, 2014

(ANNEXURE TO NOTICE DATED 7TH AUGUST, 2014)

BRIEF PROFILE OF DIRECTORS

Name of Director	Mr. Mahendra Kumar Sharma	Mr. Uday Chander Khanna	Mrs. Kishori Jayendra Udeshi
DIN	00327684	00079129	01344073
Date of Birth	May 04, 1947	December 01, 1949	October 13, 1943
Date of Appointment on the Board	May 29, 2009	October 29, 2012	January 25, 2013
Qualification	Bachelor's Degree in Arts and Law	B.Com, FCA	M.A in Economics (Bombay University)
Expertise	Legal Professional – worked in various areas including taxation, Corporate laws.	Financial, commercial and general management roles both nationally and internationally	Was the First Executive Director of the RBI to be nominated on the Board of the State Bank of India and also worked as a regulator & supervisor of the Banking and Non Banking Sector. She was the representative of RBI on Basel Committee. She was on the Board of SEBI, NABARD & Exim Bank. She was appointed by the Government of India as a member of the Financial Sector Legislative Reforms Commission Chaired by Justice Srikrishna
Directorship held in public companies and private companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. ICICI Lombard General Insurance Company Limited 2. Wipro Limited 3. International Paper APPM Limited 4. Asian Paints Limited 5. India Infradebt Limited 6. Blue Star Limited 7. IKYA Human Capital Solutions Limited 8. East India Investment Co Pvt Ltd 9. Gwalior Webbing Co. Pvt. Ltd. 10. Sterling Holiday Resorts (India) Limited 11. ICICI Prudential Asset Management Company Limited 12. The Anglo Scottish Education Society 13. Indian School of Business 	<ol style="list-style-type: none"> 1. Lafarge India Private Limited 2. Bata India Limited 3. Castrol India Limited 4. Pfizer Limited 5. Coromandel International Limited 6. Indo-French Chamber of Commerce and Industry 7. The Anglo Scottish Education Society 8. DSP BlackRock Investment Managers Private Limited 9. Pidilite Industries Limited 10. NRB Bearings Limited 	<ol style="list-style-type: none"> 1. Haldyn Glass Limited 2. HSBC Asset Management (India) Private Limited 3. ION Exchange (India) Limited 4. Shriram Transport Finance Company Limited 5. ELANTAS Beck India Limited

Membership/ Chairmanship of Committees across all listed and unlisted companies (as required under Clause 49 of the Listing Agreement but excluding private companies, foreign companies and Section 8 companies)	Chairman 1. Stakeholders' Relationship Committee Thomas Cook (India) Limited 2. Shareholders/ Investor Grievance Committee Wipro Limited Member 1. Audit Committee Thomas Cook (India) Limited Wipro Limited International Paper APPM Limited Asian Paints Limited Blue Star Limited ICICI Lombard General Insurance Company Limited India Infradebt Limited 2. Nomination & Remuneration Committee Thomas Cook (India) Limited Asian Paints Limited Sterling Holiday Resorts (India) Limited IKYA Human Capital Solutions Limited 3. Remuneration and Nomination Committee International Paper APPM Limited India Infradebt Limited 4. Audit & Risk Committee ICICI Prudential Asset Management Company Limited 5. Board of Governance & Remuneration Committee ICICI Lombard General Insurance Company Limited	Chairman 1. Audit Committee Thomas Cook (India) Limited Coromandel International Limited Castrol India Limited 2. Shareholders'/ Investors' Grievance Committee Bata India Limited Member 1. Audit Committee Bata India Limited Pfizer Limited 2. Nomination, Governance & Compensation Committee Bata India Limited 3. Stakeholders' Relationship Committee Thomas Cook (India) Limited	Member 1. Audit Committee Thomas Cook (India) Limited Haldyn Glass Limited Shriram Transport Finance Company Limited 2. Remuneration Committee Haldyn Glass Limited
Shareholding of the Directors	100000	Nil	Nil
Relationships between Directors inter-se	Nil	Nil	Nil

THOMAS COOK (INDIA) LIMITED

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Phone: +91-22-6160 3333 | Fax: +91-22-2287 1069 | CIN: L63040MH1978PLC020717
www.thomascook.in | E-mail id: enquiry@in.thomascook.com



Ballot Form

1. Name & Registered Address :
of the Sole/ First named
Member/ Shareholder/ Beneficial Owner
2. Name(s) of the Joint Holder(s) :
(if any)
3. Registered Folio No./ :
DP ID No. and Client ID No.
4. Number of Share(s) held :
5. E-voting event number (EVEN) :
6. User ID :
7. Password :

I/We hereby exercise my/our vote in respect of the Resolutions set out in the Notice dated 7th August, 2014 for the Extraordinary General Meeting (EGM) of the Company to be held on Tuesday, 16th September, 2014, 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	I/We dissent to the resolution
			(FOR)	(AGAINST)
1.	Ordinary Resolution: Appointment of Mr. M. K. Sharma as an Independent Director of the Company.			
2.	Ordinary Resolution: Appointment of Mr. Uday Khanna as an Independent Director of the Company.			
3.	Ordinary Resolution: Appointment of Mrs. Kishori Udeshi as an Independent Director of the Company.			
4.	Special Resolution: Adoption of new set of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013.			
5.	Special Resolution: Approval for payment of Remuneration/ Commission to the Non-Executive Directors of the Company pursuant to Sections 197, 198 of the Companies Act, 2013.			
6.	Special Resolution: Approval for Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013			
7.	Special Resolution: Approval under Section 180(1) (a) for Creation of Charge/ Mortgage/ Providing of Securities on movable and immovable properties of the Company.			
8.	Special Resolution: Approval for issuance of secured/ unsecured redeemable non-convertible Debentures on private placement			
9.	Special Resolution: Approval for making investments exceeding the limits prescribed under Section 186 of the Companies Act, 2013.			
10.	Special Resolution: Approval for variation in terms and conditions of appointment in relation to remuneration of Mr. Madhavan Menon, Managing Director pursuant to Section 196, 197 and other applicable provisions of the Companies Act, 2013.			

Place:
Date:

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

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. The Ballot form is provided for the benefit of members in addition to e-voting facility.
2. **A Member can opt for only one mode of voting i.e either through e-voting (login and password as indicated on the obverse) or by using this Ballot form. If a member casts vote by both modes, then the voting through e-voting only shall be treated as valid.**
3. **For detailed instructions on e-voting, please refer to notes appended to the Notice of Extraordinary General Meeting.**
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through physical ballots to declare the final result for each of the Resolutions forming part of Notice of the Extraordinary General Meeting.

Process and manner for Members opting to vote by using the Ballot Form

1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) as per the instructions and send it so as to reach the Scrutinizer, Mr. P. N. Parikh, of M/s Parikh & Associates, Practicing Company Secretaries (Membership No. FCS. 327) at the Registered Office of the Company. For the purpose of ease and convenience of members, we are also providing the prepaid Business Reply Envelope which may be used for sending the Ballot Form to the Company.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballots not permitted through proxy.
3. In case the shares are held by Companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the (✓) mark in the column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the Paid up Equity Share Capital of the Company as on 8th August, 2014 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 12th September, 2014 (6.00 p.m.). Ballot Form received after the aforesaid date and time will be strictly treated as if the reply from the Members has not been received.
7. A Member may request for a duplicate Ballot Form, if so required. However, duly filed in the signed duplicate Form should reach the Scrutinizer not later than the date and time specified in Serial No. 6 above.
8. Unsigned, incomplete, improperly or incorrect tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
10. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.thomascook.in and on the website of the National Securities Depository Limited by 18th September, 2014 about the passing of the Resolutions at the Extraordinary General Meeting of the Company on Tuesday, 16th September, 2014, and communicated to the BSE Limited, and National Stock Exchange of India Limited, where the shares of the Company are listed.

THOMAS COOK (INDIA) LIMITED

Registered Office: Thomas Cook Building, Dr. D N Road, Fort, Mumbai – 400 001
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www.thomascook.in | E-mail id: enquiry@in.thomascook.com



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 on my/our behalf at the EXTRAORDINARY GENERAL MEETING of the Company to be held on Tuesday, 16th September, 2014 at 2:30 P.M. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020 or at any adjournment/ s thereof.

Signed thisday of, 2014

Affix
Rupee 1
Revenue
Stamp

Signature:

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

THOMAS COOK (INDIA) LIMITED

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www.thomascook.in | E-mail id: enquiry@in.thomascook.com



ATTENDANCE SLIP

To be handed over at the entrance of the Meeting hall

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

(*Applicable for members holding Shares in electronic form)

Address : _____ Name : _____

(IN BLOCK CAPITAL)

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of THOMAS COOK (INDIA) LIMITED held on Tuesday, 16th September, 2014 at 2:30 P.M. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020.

Signature of Shareholder/Proxy

Name of the Shareholder:

Notes:

- (1) Members / Proxy holders are requested to bring their attendance slip with them when they come to the meeting and hand it over at the entrance after signing it.
- (2) Members / Proxy holders who come to attend the meeting are requested to bring their copies of the Notice.

BOOK - POST



If undelivered please return to:

THOMAS COOK (INDIA) LIMITED

Regd. Office: Thomas Cook Building,
Dr. D. N. Road, Fort, Mumbai 400 001
CIN: L63040MH1978PLC020717

