

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY**  
**ORDINARY ORIGINAL CIVIL JURISDICTION**  
**COMPANY SCHEME PETITION NO. 100 OF 2015**  
**CONNECTED WITH**  
**COMPANY SUMMONS FOR DIRECTION NO. 891 OF 2014**

In the matter of:

The Companies Act, 1956

And

In the matter of:

Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013.

And

In the matter of:

Thomas Cook (India) Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Thomas Cook Building, Dr. D.N. Road, Fort, Mumbai – 400 001;

And

In the matter of:

The Composite Scheme of Arrangement and Amalgamation of Sterling Holiday Resorts (India) Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at #7, 3rd Cross Street, "Citi Tower", Kasturba Nagar, Adyar, Chennai - 600 020. (**“Transferor Company”**) with Thomas Cook (India) Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Thomas Cook Building, Dr. D.N. Road, Fort, Mumbai – 400 001 (**“Resulting Company No. 2”** or **“Petitioner**

**Company”)** and Thomas Cook Insurance Services (India) Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Thomas Cook Building, Dr. D.N. Road, Fort, Mumbai – 400 001 (**“Resulting Company No. 1”**) and their respective shareholders and creditors.

<b>Thomas Cook (India) Limited,</b> a )	
company incorporated under the )	
provisions of the Companies Act, 1956 )	
and having its registered office at Thomas )	
Cook Building, Dr. D.N. Road, Fort, )	
Mumbai – 400 001 )	<b>.....Petitioner Company</b>

**To,**  
**Unsecured Debenture Holder**

#### **NOTICE OF HEARING OF PETITION**

**TAKE NOTICE** that a Petition dated the 23<sup>rd</sup> day of January, 2015 under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 for sanctioning the Composite Scheme of Arrangement and Amalgamation (hereinafter referred to as the **“Scheme”**) which *inter alia* provides for the transfer of time share and resorts business of Transferor Company by way of demerger to Resulting Company No. 1, a wholly owned subsidiary company of Resulting Company No. 2 (**“Demerger”**) and the amalgamation of the Transferor Company, along with its residual business which mainly includes the holiday activities, with Resulting Company No. 2 (**“Amalgamation”**), with effect from April 1, 2014 or such other date as may be approved by the High Court of Judicature at Bombay or High Court of Judicature at Madras or any other appropriate authority (the **“Appointed Date”**) and such other matters as set out therein., was presented by Thomas Cook (India) Limited, the Petitioner Company, on the 23<sup>rd</sup> day of January, 2015, and the said Petition was admitted by the Hon’ble High Court, Bombay on the 13th day of February, 2015 and the said Petition is fixed for hearing before the Company Judge on the 20th day of March, 2015 at 11 A.M. in the forenoon or soon thereafter.

If you are desirous to support or oppose the said Petition at the hearing, you should send to the Petitioner’s Advocates i.e. Rajesh Shah & Company, Office No. 16, 1<sup>st</sup> Floor, Oriental Building, Nagindas Master Road, Mumbai 400001, notice of your intention signed by you or your Advocate no later than two days before the date fixed for hearing of the said Petition. The

grounds of the opposition or a copy of the Affidavit should be furnished to the Petitioner's Advocates at the abovementioned address.

A copy of the Petition can be obtained by you from the Petitioner's Advocates upon payment of prescribed charges for the same.

Dated this 2nd day of March, 2015

Sd/-

Mr. R.R. Kenkare  
President & Head – Legal & Company Secretary  
Thomas Cook (India) Limited

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

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In the matter of:

The Composite Scheme of Arrangement and Amalgamation of Sterling Holiday Resorts (India) Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at #7, 3rd Cross Street, "Citi Tower", Kasturba Nagar, Adyar, Chennai - 600 020. (**"Transferor Company"**) with Thomas Cook (India) Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Thomas Cook Building, Dr. D.N. Road, Fort, Mumbai – 400 001 (**"Resulting Company No. 2"** or **"Petitioner Company"**) and Thomas Cook

Insurance Services (India) Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Thomas Cook Building, Dr. D.N. Road, Fort, Mumbai – 400 001 (**“Resulting Company No. 1”**) and their respective shareholders and creditors.

**Thomas Cook (India) Limited,** a )  
company incorporated under the )  
provisions of the Companies Act, 1956 )  
and having its registered office at Thomas )  
Cook Building, Dr. D.N. Road, Fort, )  
Mumbai – 400 001 )

.....**Petitioner Company**

**To,**  
**Unsecured Creditor**

#### **NOTICE OF HEARING OF PETITION**

**TAKE NOTICE** that a Petition dated the 23<sup>rd</sup> day of January, 2015 under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 for sanctioning the Composite Scheme of Arrangement and Amalgamation (hereinafter referred to as the **“Scheme”**) which *inter alia* provides for the transfer of time share and resorts business of Transferor Company by way of demerger to Resulting Company No. 1, a wholly owned subsidiary company of Resulting Company No. 2 (**“Demerger”**) and the amalgamation of the Transferor Company, along with its residual business which mainly includes the holiday activities, with Resulting Company No. 2 (**“Amalgamation”**), with effect from April 1, 2014 or such other date as may be approved by the High Court of Judicature at Bombay or High Court of Judicature at Madras or any other appropriate authority (the **“Appointed Date”**) and such other matters as set out therein., was presented by Thomas Cook (India) Limited, the Petitioner Company, on the 23<sup>rd</sup> day of January, 2015, and the said Petition was admitted by the Hon’ble High Court, Bombay on the 13th day of February, 2015 and the said Petition is fixed for hearing before the Company Judge on the 20th day of March, 2015 at 11 A.M. in the forenoon or soon thereafter.

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Dated this 2nd day of March, 2015

Sd/-

Mr. R.R. Kenkare  
President & Head – Legal & Company Secretary  
Thomas Cook (India) Limited

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Sections 391 to 394 read with Sections  
100 to 103 of the Companies Act,  
1956 and Section 52 of the Companies  
Act, 2013.

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In the matter of:  
Thomas Cook (India) Limited, a  
company incorporated under the  
provisions of the Companies Act, 1956  
and having its registered office at  
Thomas Cook Building, Dr. D.N.  
Road, Fort, Mumbai – 400 001;

And

In the matter of:  
The Composite Scheme of  
Arrangement and Amalgamation of  
Sterling Holiday Resorts (India)  
Limited, a company incorporated  
under the provisions of the Companies  
Act, 1956 and having its registered  
office at #7, 3rd Cross Street, "Citi  
Tower", Kasturba Nagar, Adyar,  
Chennai - 600 020. (**“Transferor  
Company”**) with Thomas Cook  
(India) Limited, a company  
incorporated under the provisions of  
the Companies Act, 1956 and having  
its registered office at Thomas Cook  
Building, Dr. D.N. Road, Fort,  
Mumbai – 400 001 (**“Resulting  
Company No. 2”** or **“Petitioner**



**Company”)** and Thomas Cook Insurance Services (India) Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Thomas Cook Building, Dr. D.N. Road, Fort, Mumbai – 400 001 (**“Resulting Company No. 1”**) and their respective shareholders and creditors.

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and having its registered office at Thomas )  
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Mumbai – 400 001 )

.....**Petitioner Company**

**To,**  
**Secured Creditor**

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