



Registered Office: 324, Dr. D.N. Road, Fort, Mumbai-400001
Tel No: + 91 22 61603333 Fax No.: +91 22 66091595
CIN : U63040MH1961PLC012067
Email : information@tci.co.in www.tcindia.com

NOTICE

NOTICE is hereby given that the Fifty Fifth Annual General Meeting of Travel Corporation (India) Limited will be held at Marathon Futurex, 11th Floor, N.M. Joshi Marg, Lower Parel, Mumbai 400 013, on Monday, the 29th August, 2016 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone audited financial statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Madhavan Menon (DIN : 00008542), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To re-appoint M/s Lovelock & Lewes, Chartered Accountants with Firm Registration No. 301056E, as Statutory Auditors of the Company and to fix their remuneration.
To re-appoint Statutory Auditors and to fix their remuneration and in this regard 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or any amendment(s) thereto, or any substitution or re-enactment thereof, for the time being in force), M/s Lovelock & Lewes, Chartered Accountants with Firm Registration No. 301056E, the retiring Statutory Auditors of the Company, who holds office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and other relevant rules, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors."

SPECIAL BUSINESS:

4. **Appointment of Mr. Dipak Deva (DIN No. 02030005) as Director of the Company:**
To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT, Mr. Dipak Deva (DIN No. 02030005) who was appointed as an Additional Director of the Company by the Board with effect from 27th January 2016 under Section 161(1) of the Companies Act, 2013 ('the Act') and Rules made thereunder read with the Articles of Association of the Company, 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 Director along with requisite deposit, be and is hereby appointed as a Director of the Company;

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RESOLVED FURTHER THAT, any Director, 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. Appointment of Mr. Dipak Deva (DIN No. 02030005) as Managing Director for a period of one year

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') read with Schedule V of the Act and the Articles of Association of the Company (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions and pursuant to the approval of the Board of Directors vide resolutions dated 27th January, 2016, consent of the members be and is hereby accorded for the appointment of Mr. Dipak Deva (DIN: 02030005) as Managing Director of the Company for a period of one year with effect from 27th January 2016 to 26th January, 2017, subject to the terms and conditions as mentioned herein below, 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, or any amendments thereto as may be agreed to between the Board and Mr. Dipak Deva, subject to such other approvals of applicable authority(ies), if any, including that of the Central Government, as may be required under the applicable law to such appointment/ alteration(s)/ variation(s)/ amendment(s);

Remuneration:	Nil
Other Allowance:	Nil
Performance Bonus:	Nil
Perquisites:	Nil
Retirement Benefits:	None
Annual Leave:	Nil
Notice period:	6 months
Other Terms (In Brief)	Unless otherwise decided and expressly communicated in writing, Mr. Deva, may serve/ continue to serve as an employee on any other Company and draw remuneration in accordance with the terms of his employment by such other company entered from time to time.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as is / are acceptable to the Company and Mr. Dipak Deva;

RESOLVED FURTHER THAT, any Director of the Company and / or and Mrs. Mona Cheriyan be and are 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."



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6. **Appointment of Mr. Harsha Raghavan (DIN No. 01761512) as Director of the Company:**
To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT, Mr. Harsha Raghavan (DIN No. 01761512) who was appointed as an Additional Director of the Company by the Board with effect from 27th January 2016 under Section 161(1) of the Companies Act, 2013 ('the Act') and Rules made thereunder read with the Articles of Association of the Company, 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 Director along with requisite deposit, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT, any Director, 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. **Appointment of Mr. Sunil Mathur (DIN No. 00013239) as an Independent Director of the Company:**
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 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules'), (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) thereof, for the time being in force), Mr. Sunil Mathur (DIN No. 00013239), who was appointed as an Additional Non Executive Independent Director by the Board of Directors of the Company w.e.f. 21st July, 2016 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who in terms of provisions of Section 161 of the Act holds office up to the date of this Annual General Meeting 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 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 w.e.f. 21st July, 2016 upto 20th July, 2021 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 of the Company be and are 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.

8. **Appointment of Mrs. Zohra Chatterji (DIN: 01382511) as an Independent Director of the Company**
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 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules'), (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) thereof, for the time being in force), Mrs. Zohra Chatterji (DIN: 01382511), who was appointed as an Additional Non Executive Independent Director by the Board of Directors of the Company w.e.f. 21st July, 2016 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who in

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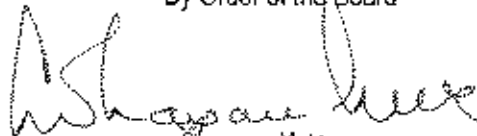


terms of provisions of Section 161 of the Act holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years w.e.f. 21st July 2016 upto 20th July, 2021 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 Directors of the Company be and are 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."

Registered Office:
324, Dr. D. N. Road,
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CIN: U63040MH1961PLC012067
Website: www.tciindia.com
Email Id: info@tci.co.in
Date: 21st July 2016

By Order of the Board


M.M.
Madhavan Menon
Chairman
DIN 00008542

NOTES AND INSTRUCTIONS:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXIES NEED NOT BE MEMBERS. 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. The blank proxy form is enclosed.

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.

2. Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.

3. 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. Members are also requested to bring their copies of the Notice and Annual Report.

4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting (hereinafter referred to as 'AGM'). The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

5. 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 any working days except Saturdays, Sundays & Public Holidays between 11.00 a.m. and 1.00 p.m. upto and till the conclusion of AGM.



2/4

Members may also note that the Notice and Annual Report of the Company for the period ended 2015-16 will be available on Companies website at www.tcindia.com .

6. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote at the AGM.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 22nd August 2016 to Monday, 29th August, 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares.

8. The Dividend when declared, will be payable to those shareholders of the Company, whose names appear in the Register of Members of the Company on Monday, 29th August 2016 and to those shareholders of the Company, holding shares in electronic form, whose names appear in the Benpos (Beneficiary Position) download of Monday, 29^h August, 2016.

9. Brief resumes of Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se and other details as per Secretarial Standard on General Meeting (SS-2), are provided in this Notice.

10. Nomination facility for shares is available for members. For members holding shares in physical form, the prescribed format can be obtained from the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Pvt. Ltd, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400078. For members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.

11. To support the 'Green Initiative' Members who have not registered their email addresses are requested to register their email ids with the Company at the email id kiran.agrawal@sotc.in for receiving the Annual Report and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time.

12. Annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders of the Company seeking such information at any point of time. The annual accounts of the subsidiary companies are available for inspection by any shareholders in the head office of the Company and of the subsidiary companies concerned. Company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.

13. Route-map to the venue of the Meeting is provided at the end of the Notice.



**EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013]**

Item No.2

As per the Companies Act, 2013 and Articles of Association of the Company, two third of the directors are liable to retire by rotation except Independent Directors who are not liable to retire by rotation. One third of these Directors, shall retire every year by rotation and if eligible, these directors qualify for re-appointment.

In accordance with the Article 22 of the Articles of Association of the Company, Mr. Madhavan Menon (DIN 00008542), retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting (pursuant to Secretarial Standard 2 issued by ICSI) as on the date of Notice is provided in the Annexure I. Brief profile of Mr. Madhavan Menon is given hereunder:

Mr. Madhavan Menon, (B.A. (Business), George Washington University, USA, MBA, Finance & International Business, George Washington University, USA), born on 12 February 1955.

He has a total experience of over 33 years. His previous assignment prior to joining Thomas Cook (India) Limited was as Chief Operations & Administrative Officer of Birla Sunlife Asset Management Co. (AMC) Ltd, Citi Bank and ANZ Grindlays Bank. His expertise spans over Banking, Finance and Travel-related Foreign Exchange Management.

Except Mr. Madhavan Menon, being an appointee and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice. The Board recommends the **Ordinary Resolution** as set out at Item No. 2 of the accompanying notice for approval by the members.

Item No. 4 & 5

The Board had, at its meeting held on 27th January 2016, appointed Mr. Dipak Deva (DIN: 02030006) as an Additional Director and also as Managing Director of the Company for a term of one year effective from 27th January, 2016 upto 26th January, 2017, subject to approval of members and such other consent and approval as may be necessary. As an Additional Director, Mr. Dipak Deva holds office upto the date of forthcoming AGM of the Company. The Company has received a notice in writing from a Member, proposing his candidature for the office of Director under the provision of Section 160 of the Companies Act, 2013 alongwith requisite deposit.

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting (pursuant to Secretarial Standard 2 issued by ICSI) as on the date of Notice is provided in the Annexure I. Brief profile of Mr. Dipak Deva is given hereunder:

Mr. Dipak Deva served as the CEO – India & South Asia, Sita from 2008 to 2015. Before joining Sita, Mr. Dipak Deva was the Managing Director of one of India's leading boutique Destination Management Companies, Distant Frontiers Tours Pvt. Ltd, from the year 1999 to 2006, when the company was acquired by Kuoni. Dipak started his career in 1989, as Manager, Rajasthan, Travel Corporation India Pvt Ltd, and his last assignment at TCI was that of General Manager, Inbound.

Mr. Dipak Deva serves as the Co-Chairman of the Tourism Committee, FICCI (Federation of Indian Chambers of Commerce and Industry), Nominee Director for Tourism & Hospitality Sector Skill Council of National Skill Development Council (NSDC is a not-for-profit company set up by the Ministry of Finance, Government of India,



8/11

to promote skill development in the country) and is on the Governing Body - Ecotourism Society of India. He also served as the Chairperson World Travel & Tourism Council India Initiative in 2014.

As a leading voice of the industry, Mr. Dipak Deva is a frequent speaker at various industry events across the country and has represented India Tourism as a key note speaker at the India Conference at Harvard Business School, Boston.

Mr. Dipak Deva holds a Bachelor of Commerce degree from Punjab University.

Except Mr. Dipak Deva, being an appointee and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 and 5 of the Notice. Mr. Dipak Deva holds nil shares in the Company. The Board recommends the **Ordinary Resolution** as set out at Item No. 4 and 5 of the accompanying notice for approval by the members.

Item No.6

Mr. Harsha Raghavan (DIN 01761512) was appointed as an Additional Director by the Board with effect from 27th January 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 Mr. Harsha Raghavan holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for the office of Director of the Company in accordance with the provisions of Section 160 of the Companies Act, 2013 alongwith requisite deposit and is liable to retire by rotation. The Board feels that presence of Mr. Harsha Raghavan on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption.

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting (pursuant to Secretarial Standard 2 issued by ICSI) as on the date of Notice is provided in the Annexure I. Brief profile of Mr. Harsha Raghavan is given hereunder:

Mr. Harsha Raghavan is the Managing Director of Fairbridge Capital Private Limited, a Mumbai-based wholly owned investment management company of Fairfax Financial Holdings Limited. Fairbridge provides discretionary investment advisory services to all of the insurance and reinsurance subsidiaries of Fairfax. Additionally, he supports Fairfax's global portfolio companies on their growth initiatives in the region.

Mr. Harsha Raghavan has been involved with the Indian private equity industry since 1996 and previously held leadership roles at Candover Investments, Goldman Sachs PIA and Indocan Chase Capital. Harsha has experience leading 18 transactions totalling almost \$1.5 billion over this period.

Harsha holds MBA and MS in Industrial Engineering degrees, both from Stanford University, and a BA from UC Berkeley where he double majored in Computer Science & Economics.

Except Mr. Harsha Raghavan, being an appointee and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. Mr. Harsha Raghavan holds nil shares in the Company. The Board recommends the **Ordinary Resolution** as set out at Item No. 6 of the accompanying notice for approval by the members.

Item No.7

Mr. Sunil Mathur (DIN 00013239) was appointed as an Additional Non-Executive Independent Director by the Board with effect from 21st July 2016 and he holds office up to the date of the ensuing Annual General Meeting.

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The Board feels that presence of Mr. Sunil Mathur on the Board is desirable and would be beneficial to the company.

The Company has received from Mr. Sunil Mathur (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, as amended, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended, to the effect that he is not disqualified to act as a Director 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. Sunil Mathur for the office of Director along with the requisite deposit.

In the opinion of the Board, Mr. Sunil Mathur fulfils the conditions specified under the Companies Act, 2013 and Rules framed thereunder for appointment as an Independent Director and that the Director is independent of the management. He shall also not liable to retire by rotation. In compliance with provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Mathur as an Independent Director is now being placed before the Members for their approval to hold office for a period of five consecutive years with effect from 21st July 2016 upto 20th July, 2021 or till such earlier date to conform with the Company's policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations and guidelines.

A copy of the draft letter of appointment depicting the terms and conditions of appointment of Mr. Mathur, 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 the AGM and at the AGM.

The letter containing the terms and conditions of appointment of Independent Director is also available on the Company's website www.tcindia.com

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting (pursuant to Secretarial Standard 2 issued by ICSI) as on the date of Notice is provided in the Annexure I. Brief Profile of Mr. Mathur is given hereunder:

Mr. Sunil Mathur is a qualified Chartered Accountant. He was the chairman of Life Insurance Corporation of India (LIC) the largest life insurance company in India from August 2002 to October 2004. His tenure coincided with the opening up of the insurance sector which saw the entry of twelve companies with strong domestic brand joining up with leading international players. Despite intense competition LIC continued to be a dominant player in the market. This period was also marked by softening of the interest rates which necessitated the withdrawal of some of the popular high yield products and the introduction of new schemes. The equity portfolio was leveraged through secondary market operations and swapping of debt to book profit and give a fair return to the policyholders and also for better asset liability matching.

Post retirement from LIC, the Government of India appointed Mr. Mathur as administrator of the Specified Undertaking of the Unit trust of India (SUUTI), successor to the erstwhile Unit Trust of India, in December 2004 to manage the high return and guaranteed assured return schemes for which Government had provided financial support. Taking advantage of the bullish sentiments in the economy and the capital markets without destabilizing the markets the financials of the closed fund improved significantly through restructuring of NPA's, sale of equity of unlisted companies and leveraging of the real estate portfolio. The Fund was managing assets of over Rs. 42,000 Crores (approximately 11 billion USD) of assets under management (having doubled in three years). Mr. Mathur relinquished charge as administrator in December 2007.

Mr. Mathur's performance both as chairman of LIC and SUUTI administrator was appreciated by experts. Corporate Dossier Eco Times ranked Mr. Mathur at No 33 in the list of Indian CEO's (second amongst PSU's) and marked a record jump of 41 places by any CEO in a single year (from 74 in the year 2004 to 33 in the year 2005).



Mr. Mathur has been nominated as a Part-time member of IRDA and was Non-Executive Chairman of National Stock Exchange. He is on the Board of many leading corporate like ITC, Havells, IL&FS, HOEC, UltraTech Cement, Indian Mortgage Guarantee Corporation, DCM Shriram Industries.

Mr. Mathur was appointed as Secretary General of Life Insurance Council on 9th May, 2012. He relinquished charge of the Life council on 31st August, 2012. He was also a member of Committee appointed by the Government to look into the issue of Misselling and Intermediary commission in the financial sector in 2014 under Chairmanship of Mr Sumit Bose.

Mr. Mathur was sponsored by USAID for a programme on Housing Finance at the Wharton Business School, Philadelphia in April-May 1992. He also attended a training programmed on Globalization, technology and Management of Change conducted by IIM Bangalore in collaboration with Sloan Business School, MIT Boston in May 2007.

Except Mr. Sunil Mathur, being an appointee and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice. Mr. Sunil Mathur holds nil shares in the Company. The Board recommends the **Ordinary Resolution** as set out at Item No. 7 of the accompanying notice for approval by the members.

Item No.8

Mrs. Zohra Chatterji (DIN 01382511) was appointed as an Additional Non-Executive Independent Director by the Board with effect from 21st July 2016 and she holds office up to the date of the ensuing Annual General Meeting. The Board feels that presence of Mrs. Zohra Chatterji on the Board is desirable and would be beneficial to the company.

The Company has received from Mrs. Zohra Chatterji (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, as amended, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended, to the effect that she is not disqualified to act as a Director 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. Zohra Chatterji for the office of Director along with the requisite deposit.

In the opinion of the Board, Mrs. Zohra Chatterji fulfils the conditions specified under the Companies Act, 2013 and Rules framed thereunder for appointment as an Independent Director and that the Director is independent of the management. She shall also not liable to retire by rotation. In compliance with provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mrs. Zohra Chatterji as an Independent Director is now being placed before the Members for their approval to hold office for a period of five consecutive years with effect from 21st July 2016 upto 20th July, 2021 or till such earlier date to conform with the Company's policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations and guidelines.

A copy of the draft letter of appointment depicting the terms and conditions of appointment of Mrs. Zohra Chatterji, 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 the AGM and at the AGM.

The letter containing the terms and conditions of appointment of Independent Director is also available on the Company's website www.fcindia.com

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Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting (pursuant to Secretarial Standard 2 issued by ICSI) as on the date of Notice is provided in the Annexure I. Brief Profile of Mrs. Zohra Chatterji is given hereunder:

Mrs. Zohra Chatterji has recently retired on 31st July 2014 as secretary, Ministry of Textiles in the Government of India. She belongs to the 1979 batch of the IAS, UP Cadre and has held several important position in her home state including secretary and Director Industries, Labour Commissioner, Secy & DG Tourism, Secy & Project Director Basic Education etc. Her last assignment in UP was Principal Secy IT & Industries when she was awarded the Prime Minister's Award for Excellence in Public Administration.

She joined Govt. of India on Central deputation in 2007 as Joint Secretary, Broadcasting in the Ministry of Information & Broadcasting. The issue of broadcast regulation / self-regulation came to the fore during her tenure and the Electronic Media Monitoring Centre was setup this time. She became Member Secretary, National Commission for Women on promotion as Additional Secy and was associated with drafting landmark amendments to Criminal Law Amendment Bill and the Act for prevention of Harassment of Women at the Workplace. She went on to serve as Additional Secretary Coal where she also held additional charge of CMD Coal India as its first women CMD and chaired the IMG for monitoring and de-allocation of coal blocks. She became Secretary to Govt. of India, Ministry of Textiles in Feb. 2013. She has a passionate interest in handlooms and handicrafts and introduced many new initiatives for the same including the setting up of Hastkala Academy in New Delhi for documentation, promotion and preservation of handicrafts.

Mrs. Chatterji is a graduate in Physics from Miranda House, New Delhi. She did her post-graduation in English Literature from AMU and had her Schooling in Loreto Convent, Lucknow, where she won the Inter Loreto gold medal and trophy for best all round student for 3 years running. Her many interests include painting, photography, dramatics and writing.

Post retirement Ms. Chatterji is serving on the Board of NCML as an Independent Director. She is also the Non-executive Chairman of the UP Institute of Design which is being set up at Lucknow with the support of the UP Govt.

Except Mrs. Zohra Chatterji, being an appointee and her relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice. Mrs. Zohra Chatterji holds nil shares in the Company. The Board recommends the **Ordinary Resolution** as set out at Item No. 8 of the accompanying notice for approval by the members.

Registered Office:
324, Dr. D. N. Road,
Fort, Mumbai 400 001
CIN: U63040MH1961PLC012067
Website: www.tciindia.com
Email Id: info@tci.co.in
Date: 21st July 2016



By Order of the Board

A handwritten signature in black ink, appearing to read 'Madhavan Menon'.

Madhavan Menon
Chairman
DIN 00008542

Aty



TRAVEL CORPORATION (INDIA) LIMITED

Registered Office: 324, Dr. D.N. Road, Fort, Mumbai-400001
Tel No: + 91 22 61603333 Fax No.: +91 22 66091595
CIN:U63040MH1961PLC012067
Email : information@tci.co.in www.tcindia.com

Attendance Slip

(To be presented at the entrance)

Folio No. _____ DP ID NO. _____ Client ID No. _____

Name of the Member : _____ Signature _____

Name of the Proxy holder _____ Signature _____

I hereby record my presence at the Fifty-Fifth Annual General Meeting of the Company held on Monday, the 29th August 2016 at 10.00 a.m. (IST) at 11th Floor, Tower A, Marathon Futurex, N.M. Joshi Marg, Lower Parel (W), Mumbai – 400 013.

* Only Member/Proxy holder can attend the Meeting

TRAVEL CORPORATION (INDIA) LIMITED

Registered Office: 324, Dr. D.N. Road, Fort, Mumbai-400001
Tel No: + 91 22 61603333 Fax No.: +91 22 66091595
CIN:U63040MH1961PLC012067
Email : information@tci.co.in www.tcindia.com

Proxy Form

FOLIO NO. _____ DP ID _____

CLIENT ID _____ NO. OF SHARES _____

I/ We _____ of _____ Equity Shares, Being a Member / Members of Travel Corporation (India) Limited hereby appoint Mr. / Ms. _____ as my / our Proxy to attend and vote for me / us and on my / our behalf at the Fifty-Fifth ANNUAL GENERAL MEETING of the Company to be held on Monday, the 29th August 2016 at 10.00am at 11th Floor, Tower A, Marathon Futurex, N.M. Joshi Marg, Lower Parel (W), Mumbai – 400 013 and at any adjournment(s) thereof.

Signed this _____ day of _____ 2016

Proxy form must reach company's registered office not later than 48 hours before the commencement of the meeting.

Affix Revenue Stamp of Re.1

FOR OFFICE USE ONLY:

DATE OF RECEIPT:

Signature(s):





Route Map:

Lower Parel, Mumbai, Maharashtra | NM Joshi Marg | Sakinaka Station

2 min (300 m)
Via Deltale Rd/NM Joshi Marg

2 min (300 m)
Via Deltale Rd/NM Joshi Marg

Lower Parel
Mumbai, Maharashtra

- Head north towards Sakinaka Mahila Marg
75 m
- Turn right onto Sakinaka Mahila Marg
42 m

Marathon Fitness
JCI Bank & ATM - Mumbai
Lower Parel
NM Joshi Marg
Sakinaka Station
Rail Coach Factory
Mumbai Laxmi Hotel
Shiv Jyoti Sakinaka Pat Peeth Liridhar
WRI Tolla
NRI Joshi School
Poojash

Internet | Protected | Mouse Off | 100%



Annexure I

Sr. No.	Name of the Director	DIN	Date of Birth	Original Date of Appointment	Qualification	Experience in specific functional area	Shareholding in the Company	Current Remuneration (Commission and Sitting Fees)	No. of Board Meetings attended during the year	Remuneration Payable	Terms & Conditions of Re-appointment & Remuneration	Relationship with other Director, Manager & other-KMP of the Company	Directorship held in other Companies	Chairmanship, Membership held in other Companies including Travel Corporation (India) Ltd
1	Mehtevan Karumakaran Menon	00009542	02-12-1955	28-11-2009	B.A. (Business) - George Washington University, USA, MBA (Fin. & In. Business) - George Washington University, USA.	Total experience of 35 years	(1) One	(Nil)	9	Nil	Nil	Nil	(1) Thomas Cook (Inc. a) - India (2) Travel Corporation (India) Limited (3) Thomas Cook (Mauritius) Holding Co. Ltd. (4) Thomas Cook (Mauritius) Travel Ltd. (5) Cedar Management Consulting Private Limited (6) Thomas Cook Lanka (Private) Limited (7) Quest Corp Limited (Formerly known as : OYA Human Capital Solutions Limited) (8) Sterling Holiday Resorts Limited (Formerly known as Thomas Cook Insurance Services (India) Limited) (9) Horizon Travel Holdings (Singapore) Private Limited (10) Horizon Travel Holdings (Hong Kong) Private Limited (11) Luxe Asia (Private) Limited (12) Karon Travel (China) Limited	9
2	Dipali Devi	00250765	10-01-1985	27-01-2016	B.Com	Total experience of 27 years, 15 years in around Travel and Tourism	(Nil)	Nil	1	Nil	Nil	Nil	(1) SITA Beach Resorts Pvt.Ltd. (2) SITA Destination Management Pvt.Ltd. (3) SITA Holidays (India) Pvt. Ltd. (4) SITA Holidays Resorts Pvt. Ltd. (5) SITA Travels Pvt. Ltd. (6) SITA Travels and Tours Pvt.Ltd. (7) SITA Incoming (India) Pvt. Ltd. (8) SITA World Travel (Kerala) Pvt. Ltd. (9) SITA World Travels Lanka (Pvt.) Ltd (10) Luxe Asia (Pvt.) Ltd. (11) Thomas Cook Lanka (Pvt.) Ltd.	



Sr. No.	Name of the Director	DIK	Date of Birth	Original Date of Appointment	Qualification	Experience & Shareholding in the Company	Current Remuneration (Commission and Sitting Fees)	No. of Board Meetings attended during the year	Remuneration Payable	Terms & Conditions of Re-appointment & Remuneration	Relationship with other Director, Manager & other KMP of the Company	Directorship held in other Companies	Chairmanship, Membership held in other Companies including Travel Corporation (India) Ltd
3	Hershe Raghavan	101761512	10-10-1971	27-01-2016	SA, MBA & MS in Industrial Engg.	Total experience of over 20 years & his expertise spans over investment advisory services	Nil	1	Nil	Nil	Nil	(1) Fairtrax Capital Private Limited (2) Thomas Cook (India) Limited (3) Sterling Holiday Resorts Limited (4) National Collateral Management Services Limited (5) Adf Finetech Ltd (6) NCM Finance Pvt. Ltd. (7) Thomas Cook (Mauritius) Holding Co. Ltd. (8) Thomas Cook (Mauritius) Travel Ltd. (9) Thomas Cook (Mauritius) Operations Co. Ltd. (10) Thomas Cook (Mauritius) Holidays Ltd. (11) Luxe Asia (Private) Limited (12) Thomas Cook (India) Private Limited (13) Nations Trust Sanki P.L.C (14) Fairtrax India Holdings Corporation (15) Luxe Asia Travel (China) Limited (Formerly known as Horizon Travel Holdings (Hong Kong) Private Limited) (16) Horizon Travel Holdings (Singapore) Private Limited (17) Kopt Travel (China) Limited	13



24

Sl. No.	Name of the Director	D.N	Date of Birth	Original Date of Appointment	Qualification	Expertise & Experience in specific functional areas	Shareholding in the Company	Current Remuneration (Commission on and Sitting Fees)	No. of Board Meetings attended during the year	Remuneration Payable	Terms & Conditions of Re-appointment & Remuneration	Relationship with other Director, Manager & other KMP of the Company	Directorship held in other Companies
4	Soni Malpur	0073229	11-10-1964	21-07-2016	B.Com, FCA CWA	Total experience of 45 years	Nil	Nil	Nil	Remuneration payable shall include Commission as devised by the Company and sitting fees depending upon the number of Board and Committees meetings attended	As dispersed on the Company's website	Nil	(1) Thomas Cook India Limited (2) Union Oil India Services Pvt. Ltd. (3) Hindustan Oil Explorator Co. Ltd. (4) IFC Ltd. (5) National Coalera Management Services Ltd. (NCM/S), (6) Ultra soft Cement Ltd. (7) Havells India Ltd. (8) Indian Mortgage Guarantee Company Pvt. Ltd. (9) Infrastructure Leasing & Finance Services Ltd. (10) KSE Strategic Investment Corporation Ltd. (11) Insurance Development and Regulatory Authority
5	Zaira Chabaji	01382511	22-07-1964	21-07-2016	B.A, MS	Total experience of 36 years	Nil	Nil	Nil	Remuneration payable shall include Commission as devised by the Company and sitting fees depending upon the number of Board and Committees meetings attended	As dispersed on the Company's website	Nil	(1) National Coalera Management Services Ltd.

* Name of Thomas Cook India Ltd

201

