

**Thomas Cook (India) Ltd.**  
Thomas Cook Building, Dr. D. N. Road,  
Fort, Mumbai - 400001  
Board: +91-22-6160 3333  
CIN: L63040MH1978PLC020717

A FAIRFAX Company



5th September, 2019

The Manager,  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
**Scrip Code: 500413**  
Fax No.: 2272 2037/39/41/61

The Manager,  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5th Floor, Plot No.C/1  
G Block, Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051  
**Scrip Code: THOMASCOOK**  
Fax No.: 2659 8237/38

Dear Sir/ Madam,

**Sub: Submission of information pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings and details of the voting results of the Extraordinary General Meeting (EGM).**

Dear Sir/Madam,

With regard to the Extraordinary General Meeting of the Company held on 4th September, 2019, we are enclosing herewith the following:

1. Summary of proceedings as required under Regulation 30, Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure A**
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure B**
3. Report of Scrutinizer dated 5th September, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as **Annexure C**

We further wish to inform that the resolution as contained in the Notice convening the Extraordinary General Meeting was passed with requisite majority by the equity shareholders of the Company.

We request you to take the above on record.

Thank you,

Yours faithfully  
For **Thomas Cook (India) Limited**

**Amit J. Parekh**  
*Company Secretary & Compliance Officer*

**Encl: a/a**

**ANNEXURE A:**

**Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Date of EGM: 4th September, 2019**

**AGENDA-WISE**

<b>Item Nos.</b>	<b>Details of Agenda</b>	<b>Resolution required: (Ordinary/ Special)</b>	<b>Mode of Voting: (Show of hands/Poll* / Postal Ballot/E- Voting)</b>	<b>Result</b>
1.	To approve with or without modifications, proposed amendments to the Employee Stock Option Plan(s) / Scheme(s) mentioned in Schedule 3 of the Composite Scheme	Special	Poll, E-voting	The resolution was passed with requisite majority

## Annexure B

THOMAS COOK (INDIA) LIMITED										
Resolution (1)										
Resolution required: (Ordinary / Special)							SPECIAL			
Whether promoter/ promoter group are interested in the agenda/resolution?							NO			
Amendments to the Employee Stock Option Schemes / Plans mentioned in Schedule 3 of the Composite Scheme										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
1	Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		248153725	100.00	248153725	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	78787008	66286629	84.13	61432369	4854260	92.68	7.32	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		66286629	84.13	61432369	4854260	92.68	7.32	0
3	Public-Others	E-Voting	43970984	13568	0.03	13551	17	99.87	0.13	0
		Poll		80150	0.18	80150	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		93718	0.21	93701	17	99.98	0.02	0
Total	Total	E-Voting	370911717	314453922	84.78	309599645	4854277	98.46	1.54	0
		Poll		80150	0.02	80150	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		314534072	84.80	309679795	4854277	98.46	1.54	0



**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
Thomas Cook (India) Limited  
Thomas Cook Building, Dr. D. N. Road,  
Fort, Mumbai -400001

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through electronic voting system at the Extra Ordinary General Meeting of Thomas Cook (India) Limited held at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020 on Wednesday, September 04, 2019 at 5.00 p.m.**

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Thomas Cook (India) Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies(Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolution proposed at the Extra Ordinary General Meeting ("EGM") of Thomas Cook (India) Limited on Wednesday, September 04, 2019 at 5.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said EGM held on September 04, 2019.

The Notice dated August 01, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolution proposed at the EGM of the Company.



The Company had availed the e-voting facility offered by Central Depository Services (India) Ltd. ("CDSL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting through electronic voting system to the shareholders present at the EGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date Wednesday, August 28, 2019 were entitled to vote on the resolution as contained in the Notice of the EGM.

The voting period for remote e-voting commenced on Sunday, September 1, 2019 at (09:00 a.m. IST) and ended on Tuesday, September 03, 2019 at (05:00 p.m. IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the EGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic voting system at the venue of the meeting on the resolution contained in the Notice of the EGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through electronic voting system at the EGM in respect of the said resolution.



**Resolution 1: Special Resolution****Amendments to the Employee Stock Option Schemes / Plans mentioned in Schedule 3 of the Composite Scheme.**(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
92	30,96,79,795	98.46

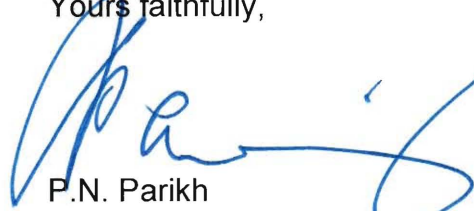

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	48,54,277	1.54

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,  
Yours faithfully,

**P.N. Parikh**  
**Parikh & Associates**  
**Practising Company Secretaries**  
 FCS: 327 CP No.: 1228  
 111,11th Floor, Sai Dwar CHS Ltd.,  
 Sab TV Lane, Opp.Laxmi Indl. Estate,  
 Off Link Road, Above Shabari Restaurant,  
 Andheri West, Mumbai – 400053

Place: Mumbai

Dated: September 05, 2019