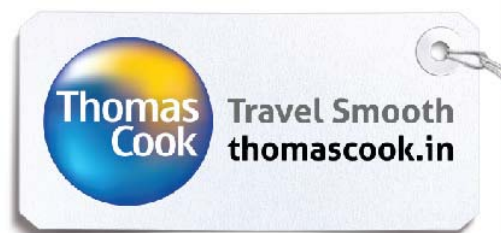


**Thomas Cook (India) Ltd.**  
Thomas Cook Building, Dr. D. N. Road,  
Fort, Mumbai - 400001  
Board: +91-22-6160 3333  
CIN: L63040MH1978PLC020717  
A FAIRFAX Company



9th August, 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 42nd Annual General Meeting.**

Dear Sir/Madam,

With regard to the 42nd Annual General Meeting of the Company held today, we are enclosing herewith the following:

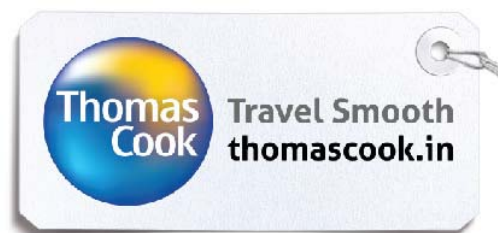
1. Summary of proceedings as required under Regulation 30, Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure A**
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure B**
3. Report of Scrutinizer dated 9th August, 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**

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 AGM: 9th August, 2019

**AGENDA-WISE**

Item Nos.	Details of Agenda	Resolution required:  (Ordinary/ Special)	Mode of Voting:  (Show of hands/Poll*/ Postal Ballot/E- Voting)	Result
1.	To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statements for the financial year ended March 31, 2019 together with the Report of the Auditors thereon	Ordinary	Poll, E-voting	The resolution was passed with requisite majority
2.	To declare dividend on Equity shares of Re. 1/- each for the Financial Year ended March 31, 2019	Ordinary	Poll, E-voting	The resolution was passed with requisite majority
3.	To appoint a director in place of Mr. Mahesh Iyer (DIN: 07560302) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Poll, E-voting	The resolution was passed with requisite majority
4.	Appointment of Mr. Sumit Maheshwari (DIN: 06920626) as a Non Executive Director of the Company	Ordinary	Poll, E-voting	The resolution was passed with requisite majority
5.	Approval for continuation of directorship of Mr. Sunil Mathur (DIN: 00013239) as a Non Executive Independent Director of the Company beyond 75 years of age	Special	Poll, E-voting	The resolution was passed with requisite majority
6.	Re-appointment of Mrs. Kishori Udeshi (DIN: 01344073) as a Non Executive Independent Director of the Company	Special	Poll, E-voting	The resolution was passed with requisite majority

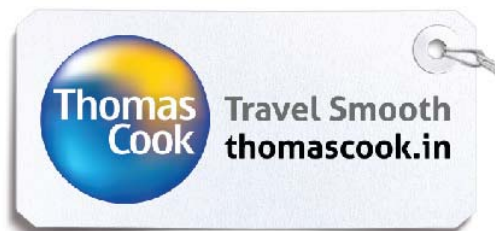
**Thomas Cook (India) Ltd.**

Thomas Cook Building, Dr. D. N. Road,

Fort, Mumbai - 400001

Board: +91-22-6160 3333

CIN: L63040MH1978PLC020717

A FAIRFAX Company

7.	To approve payment of remuneration to Mr. Madhavan Menon (DIN: 00008542), Chairman and Managing Director, for the remainder term of his office from September 1, 2019 to February 29, 2020	Special	Poll, E-voting	The resolution was passed with requisite majority
8.	To consider revision in terms of remuneration of Mr. Mahesh Iyer (DIN: 07560302), Executive Director and Chief Executive Officer.	Special	Poll, E-voting	The resolution was passed with requisite <u>majority</u>

## Annexure B

THOMAS COOK (INDIA) LIMITED										
Resolution (1)										
Resolution required: (Ordinary / Special)							ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?							NO			
Item no. 1 of Notice (Ordinary Resolution): To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statements for the financial year ended March 31, 2019 together with the Report of the Auditors thereon.										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[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
		<b>Total</b>		<b>248153725</b>	<b>100.00</b>	<b>248153725</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
2	Public - Institutional holders	E-Voting	79303516	26935971	33.97	26935971	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
		<b>Total</b>		<b>26935971</b>	<b>33.97</b>	<b>26935971</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
3	Public-Others	E-Voting	43399658	19653	0.05	19488	165	99.16	0.84	0
		Poll		2281349	5.26	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>2301002</b>	<b>5.30</b>	<b>2300827</b>	<b>175</b>	<b>99.99</b>	<b>0.01</b>	<b>0</b>
Total	Total	E-Voting	370856899	275109349	74.18	275109184	165	100.00	0.00	0
		Poll		2281349	0.62	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>277390698</b>	<b>74.80</b>	<b>277390523</b>	<b>175</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>



THOMAS COOK (INDIA) LIMITED										
Resolution (2)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
Item no. 2 of Notice (Ordinary Resolution): To declare Dividend on Equity Shares of Re.1/- each for the financial year ended March 31, 2019.										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[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	248153725	100.00	248153725	0	100.00	0.00
2	Public - Institutional holders	E-Voting	79303516	67488131	85.10	67488131	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		79303516	67488131	85.10	67488131	0	100.00	0.00
3	Public-Others	E-Voting	43399658	19653	0.05	19488	165	99.16	0.84	0
		Poll		2281349	5.26	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		43399658	2301002	5.30	2300827	175	99.99	0.01
Total	Total	E-Voting	370856899	315661509	85.12	315661344	165	100.00	0.00	0
		Poll		2281349	0.62	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		370856899	317942858	85.73	317942683	175	100.00	0.00



THOMAS COOK (INDIA) LIMITED

Resolution (3)

Resolution required: (Ordinary / Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

ORDINARY

Item no. 3 of Notice (Ordinary Resolution): To appoint a Director in place of Mr. Mahesh Iyer (DIN: 07560302), who retires by rotation, and being eligible, offers himself for re-appointment.

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]		[4]	[5]			[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	0.00	0.00	0
2	Public - Institutional holders	E-Voting	79303516	67488131	85.10	67488131	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		79303516	85.10	67488131	0	0.00	0.00	0
3	Public-Others	E-Voting	43399658	19653	0.05	7338	12315	37.34	62.66	0
		Poll		2281349	5.26	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		43399658	5.30	2288677	12325	99.46	0.54	0
Total	Total	E-Voting	370856899	315661509	85.12	315649194	12315	100.00	0.00	0
		Poll		2281349	0.62	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		370856899	85.73	317930533	12325	100.00	0.00	0



**THOMAS COOK (INDIA) LIMITED**

**Resolution (4)**

**Resolution required: (Ordinary / Special)**

ORDINARY

**Whether promoter/ promoter group are interested in the agenda/resolution?**

NO

**Item no. 4 of Notice (Ordinary Resolution): Appointment of Mr. Sumit Maheshwari (DIN: 06920646) as a Non Executive Director of the Company.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[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
		<b>Total</b>		<b>248153725</b>	<b>248153725</b>	<b>100.00</b>	<b>248153725</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	E-Voting	79303516	67488131	85.10	67325040	163091	99.76	0.24	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
		<b>Total</b>		<b>67488131</b>	<b>85.10</b>	<b>67325040</b>	<b>163091</b>	<b>99.76</b>	<b>0.24</b>	<b>0</b>
3	Public-Others	E-Voting	43399658	19653	0.05	15713	3940	79.95	20.05	0
		Poll		2281349	5.26	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>2301002</b>	<b>5.30</b>	<b>2297052</b>	<b>3950</b>	<b>99.83</b>	<b>0.17</b>	<b>0</b>
Total		E-Voting	<b>370856899</b>	315661509	85.12	315494478	167031	99.95	0.05	0
		Poll		2281349	0.62	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>317942858</b>	<b>85.73</b>	<b>317775817</b>	<b>167041</b>	<b>99.95</b>	<b>0.05</b>	<b>0</b>



THOMAS COOK (INDIA) LIMITED										
Resolution (5)										
Resolution required: (Ordinary / Special)						SPECIAL				
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
Item no. 5 of Notice (Special Resolution): Approval for continuation of Directorship of Mr. Sunil Mathur (DIN: 00013239) as a Non Executive Independent Director of the Company beyond 75 years of age.										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[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
		<b>Total</b>		<b>248153725</b>	<b>100.00</b>	<b>248153725</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
2	Public - Institutional holders	E-Voting	79303516	67488131	85.10	67488131	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
		<b>Total</b>		<b>67488131</b>	<b>85.10</b>	<b>67488131</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
3	Public-Others	E-Voting	43399658	19653	0.05	7158	12495	36.42	63.58	0
		Poll		2281349	5.26	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>2301002</b>	<b>5.30</b>	<b>2288497</b>	<b>12505</b>	<b>99.46</b>	<b>0.54</b>	<b>0</b>
Total	Total	E-Voting	<b>370856899</b>	315661509	85.12	315649014	12495	100.00	0.00	0
		Poll		2281349	0.62	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>317942858</b>	<b>85.73</b>	<b>317930353</b>	<b>12505</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>





THOMAS COOK (INDIA) LIMITED										
Resolution (6)										
Resolution required: (Ordinary / Special)							SPECIAL			
Whether promoter/ promoter group are interested in the agenda/resolution?							NO			
Item no. 6 of Notice (Special Resolution): Reappointment of Mrs. Kishori Udeshi (DIN: 01344073) as a Non Executive Independent Director of the Company.										
	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
		<b>Total</b>		248153725	100.00	248153725	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	79303516	67488131	85.10	67228418	259713	99.62	0.38	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
		<b>Total</b>		67488131	85.10	67228418	259713	99.62	0.38	0
3	Public-Others	E-Voting	43399658	19653	0.05	7083	12570	36.04	63.96	0
		Poll		2281349	5.26	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		2301002	5.30	2288422	12580	99.45	0.55	0
Total	Total	E-Voting	370856899	315661509	85.12	315389226	272283	99.91	0.09	0
		Poll		2281349	0.62	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		317942858	85.73	317670565	272293	99.91	0.09	0



**THOMAS COOK (INDIA) LIMITED**

**Resolution (7)**

**Resolution required: (Ordinary / Special)**

SPECIAL

**Whether promoter/ promoter group are interested in the agenda/resolution?**

NO

**Item no. 7 of Notice (Special Resolution): To approve payment of remuneration to Mr. Madhavan Menon (DIN: 00008542), Chairman and Managing Director, for the remainder term of his office from September 1, 2019 to February 29, 2020.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	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
		<b>Total</b>								
2	Public - Institutional holders	E-Voting	79303516	67394131	84.98	67231040	163091	99.76	0.24	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
		<b>Total</b>								
3	Public-Others	E-Voting	43399658	19653	0.05	15683	3970	79.80	20.20	0
		Poll		2281349	5.26	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>								
Total	Total	E-Voting	370856899	315567509	85.09	315400448	167061	99.95	0.05	0
		Poll		2281349	0.62	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>								
			<b>370856899</b>	<b>317848858</b>	<b>85.71</b>	<b>317681787</b>	<b>167071</b>	<b>99.95</b>	<b>0.05</b>	<b>0</b>



**THOMAS COOK (INDIA) LIMITED**

**Resolution (8)**

Resolution required: (Ordinary / Special)

SPECIAL

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Item no. 8 of Notice (Special Resolution): To consider revision in terms of remuneration of Mr. Mahesh Iyer (DIN: 07560302), Executive Director and Chief Executive Officer

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[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
		<b>Total</b>		<b>248153725</b>	<b>248153725</b>	<b>100.00</b>	<b>248153725</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	E-Voting	79303516	67394131	84.98	67231040	163091	99.76	0.24	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
		<b>Total</b>		<b>67394131</b>	<b>84.98</b>	<b>67231040</b>	<b>163091</b>	<b>99.76</b>	<b>0.24</b>	<b>0</b>
3	Public-Others	E-Voting	43399658	19653	0.05	15413	4240	78.43	21.57	0
		Poll		2281349	5.26	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>2301002</b>	<b>5.30</b>	<b>2296752</b>	<b>4250</b>	<b>99.82</b>	<b>0.18</b>	<b>0</b>
	Total	E-Voting	<b>370856899</b>	315567509	85.09	315400178	167331	99.95	0.05	0
		Poll		2281349	0.62	2281339	10	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>317848858</b>	<b>85.71</b>	<b>317681517</b>	<b>167341</b>	<b>99.95</b>	<b>0.05</b>	<b>0</b>



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 e-voting system at the 42<sup>nd</sup> Annual General Meeting of Thomas Cook (India) Limited held at Y. B. Chavan Auditorium, Rangaswar Hall, Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400 021 on Friday, August 09, 2019 at 3.30 p.m.**

I, P. N. Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, was 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 resolutions proposed at the 42<sup>nd</sup> Annual General Meeting (AGM) of Thomas Cook (India) Limited on Friday, August 09, 2019 at 3.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 09, 2019.

The notice dated May 27, 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 resolutions proposed at the AGM of the Company.



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

The Company had also provided voting through e-voting system to the shareholders present at the AGM 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 Friday, August 02, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Tuesday, August 06, 2019 at 09:00 a.m. (IST) and ended on Thursday, August 08, 2019 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through e-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 e-voting system at the venue of the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through e-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 resolutions.

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



**Resolution 1: Ordinary Resolution**

To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statements for the financial year ended March 31, 2019 together with the Report of the Auditors thereon.

(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
168	27,73,90,523	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	175	0.00

(iii) **Invalid** votes:

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



**Resolution 2: Ordinary Resolution**

To declare Dividend on Equity Shares of Re.1/- each for the financial year ended March 31, 2019.

(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
181	31,79,42,683	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	175	0.00

(iii) **Invalid** votes:

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



**Resolution 3: Ordinary Resolution**

To appoint a Director in place of Mr. Mahesh Iyer (DIN: 07560302), who retires by rotation and being eligible, offers himself for re-appointment.

(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
176	31,79,30,533	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	12,325	0.00

(iii) **Invalid** votes:

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





**Resolution 4: Ordinary Resolution**

Appointment of Mr. Sumit Maheshwari (DIN: 06920646) as a Non Executive Director of the Company.

(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
173	31,77,75,817	99.95

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	1,67,041	0.05

(iii) **Invalid** votes:

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



**Resolution 5: Special Resolution**

Approval for continuation of directorship of Mr. Sunil Mathur (DIN: 00013239) as a Non Executive Independent Director of the Company beyond 75 years of age.

(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
175	31,79,30,353	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	12,505	0.00

(iii) **Invalid** votes:

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



**Resolution 6: Special Resolution**

Re-appointment of Mr. Kishori Udeshi (DIN: 01344073) as a Non Executive Independent Director of the Company.

(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
168	31,76,70,565	99.91

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17	2,72,293	0.09

(iii) **Invalid** votes:

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



**Resolution 7: Special Resolution**

To approve payment of remuneration to Mr. Madhavan Menon (DIN: 00008542), Chairman and Managing Director, for the remainder term of his office from September 1, 2019 to February 29, 2020.

(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
171	31,76,81,787	99.95

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	1,67,071	0.05

(iii) **Invalid** votes:

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



**Resolution 8: Special Resolution**

To consider revision in terms of remuneration of Mr. Mahesh Iyer (DIN: 07560302), Executive Director and Chief Executive Officer.

(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
170	31,76,81,517	99.95

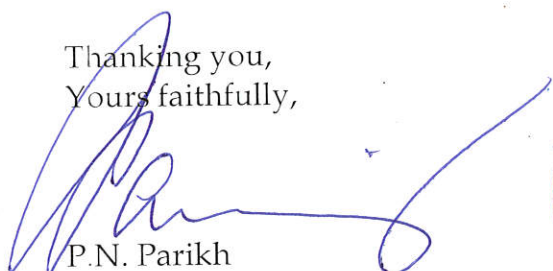
(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	1,67,341	0.05

(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: August 09, 2019