

Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400 001
Tel.: +91-22-6160 3333
Fax No.: +91-22-2287 1069



A FAIRFAX Company

12th December, 2015

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 500413
NCCRPS Scrip Code: 715022
NCD Scrip Code: 949099, 952673, 952674,
952675

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
NCCRPS Scrip Code: Thomas Cook CRNCPS 8.50% 2022
NCD: THC10.52; Thomas Cook 9.37% 2018 SERIES 1,
Thomas Cook 9.37% 2019 SERIES 2 Thomas Cook 9.37%
2019 SERIES 3

Fax No.: 2659 8237/38

Sub: Submission of Postal Ballot Result Declaration along with the Scrutinizer Report in respect of the Postal Ballot Notice dated 6th November, 2015.

Dear Sir/ Madam,

We are pleased to inform you that business matter as stated in the Postal Ballot Notice dated 6th November, 2015 have been duly passed with requisite majority. In this connection we are submitting the declaration of result of resolution along with the Scrutinizer's Report.

You are requested to take the above on record.

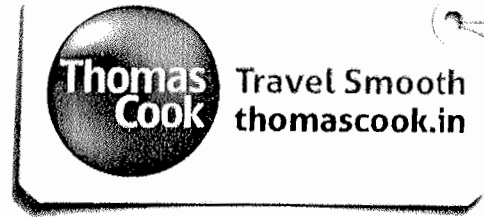
Thanking you,

Yours faithfully,
For Thomas Cook (India) Limited


R. R. Kenkare
President & Head - Legal & Company Secretary

Encl.: a/a

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RESULT OF THE POSTAL BALLOT

In compliance with provisions of Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company had provided its members a facility to cast their votes on resolution set forth in the Notice of Postal Ballot either using electronic voting system (e-voting), provided by National Securities Depository Limited (NSDL) or by Postal Ballot Form. The facility of e-voting and voting through Postal Ballot commenced on Wednesday, 11th November, 2015 at 9.00 a.m. and ended on Thursday, 10th December, 2015 at 5.00 p.m.

Mr. P. N. Parikh [FCS:327] of M/s. Parikh & Associates, Practicing Company Secretaries, was appointed as Scrutinizer to scrutinize the e-voting and voting by Postal Ballot in a fair and transparent manner.

Based on the Scrutinizer's report dated 11th December, 2015, I the undersigned, hereby declare that the resolution contained in the notice of Postal Ballot dated 6th November, 2015, have been passed with requisite majority as per the details given below:

To not subscribe to and renounce the entitlement of shares to be issued by Qess Corp Limited on rights basis

No. of valid votes polled.	No. of votes in favour	% votes in favour on votes polled	No. of votes against	% votes against on votes polled	No. of invalid votes
290128158	289574502	99.81	553656	0.19	13935

The above resolution is declared as approved by requisite majority.

For Thomas Cook (India) Limited

Mahendra Kumar Sharma
Non Executive Chairman-Independent
(DIN: 00327684)

Place: Mumbai

12 DEC 2015

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

December 11, 2015

To,
THOMAS COOK (INDIA) LIMITED
Thomas Cook Building,
Dr. D N Road,
Fort, Mumbai - 400 001

Kind Attn: Mr. R. R. Kenkare

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Ordinary Resolution under Section 186 of the Companies Act, 2013("the Act") and other applicable provisions, if any of the Act, for renouncement of the entitlement to acquire equity shares to be issued by Qess Corp Limited on rights basis.

I now enclose the following:

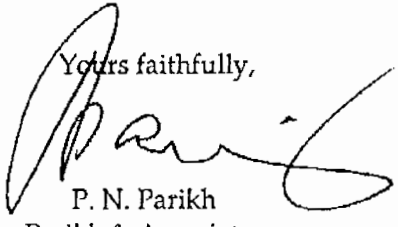
- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said resolution.

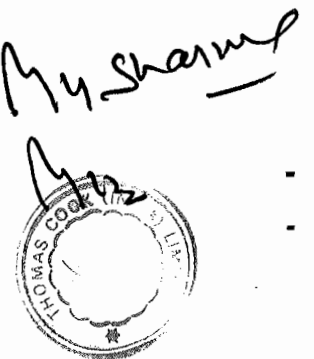
I hope you will find the above in order.

Thanking you.



Yours faithfully,


P. N. Parikh
Parikh & Associates



Encl.: As above.

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 - 400 001

Report of Scrutinizer

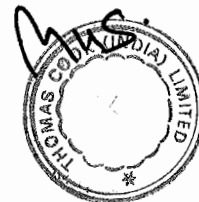
I, P. N. Parikh, Company Secretary in whole time practice, having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the Ordinary Resolution under Section 186 of the Companies Act, 2013("the Act") and other applicable provisions, if any of the Act, for renoucement of the entitlement to acquire equity shares to be issued by Qess Corp Limited on rights basis.

I have scrutinized the ballot forms and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolution.



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Ordinary Resolution under Section 186 of the Companies Act, 2013("the Act") and other applicable provisions, if any of the Act, for renouncement of the entitlement to acquire equity shares to be issued by Qess Corp Limited on rights basis.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
302	28,95,74,502	99.81

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
81	5,53,656	0.19

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
17	13,935

For Parikh & Associates



Place: Mumbai

Dated: December 11, 2015

Signature:

Name:

P. N. Parikh
Scrutinizer

FCS: 327

CP: 1228

My Stamp

