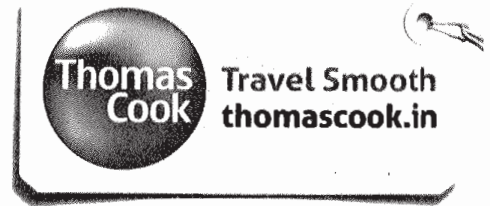


**Thomas Cook (India) Ltd.**  
 Thomas Cook Building, Dr. D. N. Road,  
 Fort, Mumbai - 400 001  
 Tel.: +91-22-6160 3333  
 Fax No.: +91-22-2287 1069



A FAIRFAX Company

**RESULT OF THE EXTRA ORDINARY GENERAL MEETING HELD ON 27TH NOVEMBER, 2015**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 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 all resolutions set forth in the Notice of the Extra Ordinary General Meeting (EGM) using electronic voting system from a place other than the venue of the EGM ('remote e-voting'), provided by National Securities Depository Limited (NSDL). The Company, in order to ensure wider participation, also provided the facility to cast votes through physical ballot form. The facility of remote e-voting and voting through physical ballot ended on Thursday, 26th November, 2015 at 5.00 p.m. Further, on 27th November, 2015, the day of EGM, the facility of voting through ballot paper was also provided by the Company to all those members present in person or by proxy, who had not cast their votes either by remote e-voting or by physical ballot form.

Mr. P. N. Parikh of M/s. Parikh & Associates, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the remote e-voting process, ballot voting and votes cast at the EGM venue in a fair and transparent manner.

Based on the Scrutinizer's Report dated 27th November, 2015, I, the undersigned, hereby declare that both the resolutions contained in the notice dated 24th October, 2015 of the EGM of the Company held on Friday, 27th November, 2015 at Rangaswar Auditorium, Yashwantrao Chavan Pratishthan Center, 4th floor, Gen. Jagannath Bhosale Marg, next to Sachivalaya Gymkhana, Mumbai - 400021, have been duly passed with requisite majority as per the details given below:

Sr. No. of Resolution	Particulars of Resolution	No. of votes polled	No. of votes in favour	% votes in favour on votes polled	No. of votes against	% votes against on votes polled
1.	Re-classification of the Authorised Share Capital of the Company	288360303	286241213	99.27	2119090	0.73
2.	Issue of Redeemable Non Convertible Shares Cumulative Non Preference	286162822	284042790	99.26	2120032	0.74

For Thomas Cook India Limited

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

Place: Mumbai  
 Date: 27th November, 2015

Holidays | Foreign Exchange | Business Travel | Visas | Insurance

Registered Office: Thomas Cook (India) Ltd. Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai - 400 001.  
 Email id: enquiry@in.thomascook.com CIN No.: L63040MH1978PLC020717  
 www.thomascook.in

**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

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms 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 at the Extra Ordinary General Meeting of Thomas Cook (India) Ltd. held on Friday, November 27, 2015 at 10.30 a.m.**

I, P. N. Parikh of M/s. 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 by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Extra Ordinary General Meeting of Thomas Cook (India) Limited held on Friday, November 27, 2015 at 10.30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Extra Ordinary General Meeting held on November 27, 2015.

The Notice dated October 24, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Extra Ordinary General Meeting of the Company.



The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting by physical ballot forms to the shareholders who do not have access to remote e-voting facility.

The Company had also provided voting facility to the shareholders present at the Extra Ordinary General Meeting and who had not cast their vote earlier either through remote e-voting facility or by physical ballot forms.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, November 20, 2015 were entitled to vote on the resolutions as contained in the Notice of the Extra Ordinary General Meeting.

The voting period for remote e-voting commenced on Tuesday, November 24, 2015 at 09:00 a.m. (IST) and ended on Thursday, November 26, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Extra Ordinary General Meeting, the report on voting done 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 and after the conclusion of the voting at the Extra Ordinary General Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to Thursday, November 26, 2015 (5.00 p.m.) were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and the physical ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms and e-voting at the meeting in respect of the said Resolutions.



**Resolution 1: Special Resolution****Re-classification of the Authorised Share Capital of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
226	28,62,41,213	99.27

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	21,19,090	0.73

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
23	5,54,750





**Resolution 2: Special Resolution****Issue of Cumulative Redeemable Non-Convertible Preference Shares.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
218	28,40,42,790	99.26

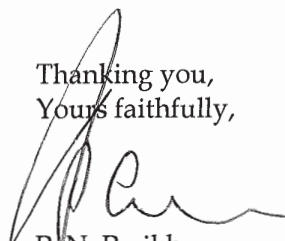

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
30	21,20,032	0.74

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
24	5,67,125

Thanking you,  
Yours faithfully,

P.N. Parikh  
Parikh & Associates  
Practising Company Secretaries  
FCS: 327 CP No.: 1228  
111, 11<sup>th</sup> Floor, SaiDwar CHS Ltd  
Sab TV Lane, Opp. LaxmiIndl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai - 400053

By Sharmila



Place: Mumbai

Dated: November 27, 2015