

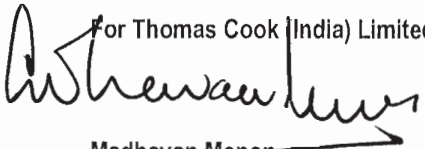
RESULT OF THE POSTAL BALLOT

In compliance with provisions of Section 110 of the Companies Act, 2013 and Rule 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 provided members facility to cast their votes on all resolutions set forth in the Notice of the Postal Ballot either using electronic voting system, provided by National Securities Depository Limited (NSDL) or by Postal Ballot Form. Voting by means of electronic voting and Postal Ballot Form facility commenced on and from Sunday, 23rd August, 2015 at 9.00 a.m. and concluded on Monday, 21st September, 2015 at 5.00 p.m.

Mr. P. N. Parikh of M/s. Parikh & Associates, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the votes by electronic voting system and Postal Ballot .

Based on the Scrutinizers' Report dated 23rd September, 2015, I the undersigned, hereby declare that all the resolutions contained in the Notice of the Postal Ballot dated 14th August, 2015 have been duly passed with requisite majority as per details given below:

Sr.no. of Resolution	Particulars of Resolution	No. of votes polled	No. of Votes - in favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled	No. of Invalid Votes
1	Authority to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be.	196337115	194043809	98.83	2293306	1.17	20801
2	Authority to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures (NCD's), in one or more tranches, on private placement basis.	196326175	196307324	99.99	18851	0.01	40256

For Thomas Cook (India) Limited

Madhavan Menon
 Managing Director
 (DIN: 00008542))

Place: Mumbai
 Date: 24th September, 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

September 23, 2015

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

Kind Attn: **Mr. Rambhau R. Kenkare**

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following Special Resolutions:

- (a) Authority to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be.
- (b) Authority to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures, in one or more tranches, on private placement basis.

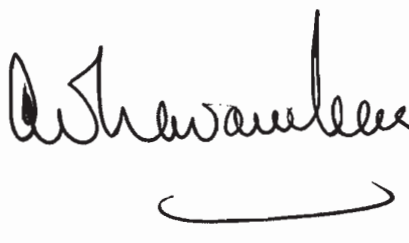
I now enclose the following:

- 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.

Encl.: As above.





PARIKH & ASSOCIATES
COMPANY SECRETARIES

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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, SaiDwar 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 following Special Resolutions:

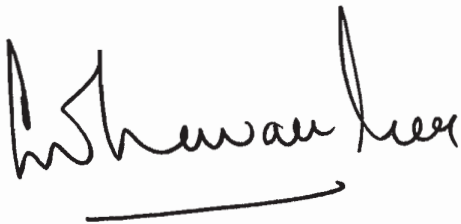
(a) Authority to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be.

(b) Authority to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures, in one or more tranches, on private placement 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 Resolutions.

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(a) Authority to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be.

(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
336	19,40,43,809	98.83

(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
60	22,93,306	1.17

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
20	20,801

Ashwan Kumar



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(b) Authority to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures (NCD's), in one or more tranches, on private placement 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
358	19,63,07,324	99.99

(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
33	18,851	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
28	40,256



Place: Mumbai
Date: September 23, 2015

For Parikh & Associates
Company Secretaries

Signature:
Name:

P. N. Parikh
P. N. Parikh
Scrutinizer
FCS: 327 CP: 1228

Ashwani
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