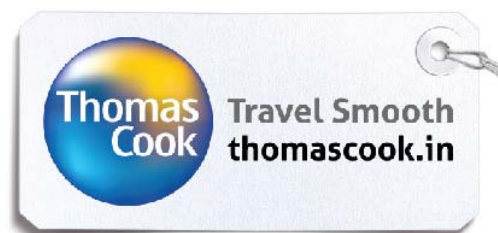


Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717
A FAIRFAX Company



March 26, 2021

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 500413

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.: 2272 2037/39/41/61

Fax No.: 2659 8237/38

Sub: Regulation 30 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Proceedings and details of the voting results of the Extra Ordinary General Meeting.

Dear Sir/ Madam,

With regard to the Extra Ordinary General Meeting ['EGM'] of the Company held today, we are enclosing herewith 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 – 1**.
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – 2**.
- (3) Report of Scrutinizer dated 26th March 2021, 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 - 3**.

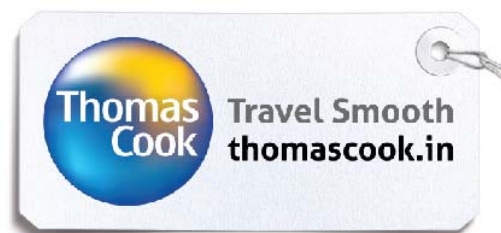
This is for your information and records.

Thank you,

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

Amit J. Parekh
Company Secretary and Compliance Officer

Encl.: a/a



ANNEXURE – 1:

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: March 26, 2021

AGENDA-WISE

Item Nos.	Details of Agenda:	Resolution required: (Ordinary/Special)	Mode of Voting: (Show of hands/Poll*/Postal Ballot/E-Voting)	Result
1.	Increase in Authorised Share Capital and consequential amendment to the Capital Clause in the Memorandum of Association of the Company	Ordinary	Poll, E-Voting	The resolution was passed with requisite majority
2.	Preferential Issue of Optionally Convertible Cumulative Redeemable Preference Shares to Fairbridge Capital (Mauritius) Limited on a private placement basis	Special	Poll, E-Voting	The resolution was passed with requisite majority
3.	Re-appointment of Mr. Nilesh Vikamsey (DIN: 00031213) as Non-Executive Independent Director for a second term of 5 years w.e.f. December 23, 2020 to December 22, 2025	Special	Poll, E-Voting	The resolution was passed with requisite majority
4.	Re-appointment of Mr. Sunil Mathur (DIN: 00013239) as Non-Executive Independent Director for a second term of 5 years w.e.f. December 23, 2020 to December 22, 2025	Special	Poll, E-Voting	The resolution was passed with requisite majority

* E-Voting Facility provided during the EGM.

For Thomas Cook (India) Limited

Amit J. Parekh
 Company Secretary and Compliance Officer

THOMAS COOK (INDIA) LIMITED										
Resolution (1)										
Resolution required: (Ordinary / Special)					ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?					NO					
Increase in Authorised Share Capital and consequential amendment to the Capital Clause in the Memorandum of Association 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
		Total		248153725	100.00	248153725	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	60469109	48792559	80.69	48792559	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		48792559	80.69	48792559	0	100.00	0.00	0
3	Public-Others	E-Voting	69652655	5320713	7.64	5320713	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		5320713	7.64	5320713	0	100.00	0.00	0
Total	Total	E-Voting	378275489	302266997	79.91	302266997	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		302266997	79.91	302266997	0	100.00	0.00	0

THOMAS COOK (INDIA) LIMITED

Resolution (2)

Resolution required: (Ordinary / Special)	SPECIAL
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Preferential Issue of Optionally Convertible Cumulative Redeemable Preference Shares to Fairbridge Capital (Mauritius) Limited on a private placement basis

	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	100.00	0.00	0.00
2	Public - Institutional holders	E-Voting	60469109	48792559	80.69	41567697	7224862	85.19	14.81	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		48792559	80.69	41567697	7224862	85.19	14.81	0
3	Public-Others	E-Voting	69652655	5320713	7.64	5320622	91	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		5320713	7.64	5320622	91	100.00	0.00	0
Total	Total	E-Voting	378275489	302266997	79.91	295042044	7224953	97.61	2.39	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		302266997	79.91	295042044	7224953	97.61	2.39	0

THOMAS COOK (INDIA) LIMITED

Resolution (3)

Resolution required: (Ordinary / Special)

SPECIAL

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

NO

Re-appointment of Mr. Nilesh Vikamsey (DIN: 00031213) as Non-Executive Independent Director for a second term of 5 years w.e.f. December 23, 2020 to December 22, 2025

	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	100.00	0.00	0.00
2	Public - Institutional holders	E-Voting	60469109	48252615	79.80	38861026	9391589	80.54	19.46	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		48252615	79.80	38861026	9391589	80.54	19.46	0.00
3	Public-Others	E-Voting	69652655	5320713	7.64	5312038	8675	99.84	0.16	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		5320713	7.64	5312038	8675	99.84	0.16	0.00
Total	Total	E-Voting	378275489	301727053	79.76	292326789	9400264	96.88	3.12	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		301727053	79.76	292326789	9400264	96.88	3.12	0.00

THOMAS COOK (INDIA) LIMITED

Resolution (4)

Resolution required: (Ordinary / Special)

SPECIAL

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

NO

Re-appointment of Mr. Sunil Mathur (DIN: 00013239) as Non-Executive Independent Director for a second term of 5 years w.e.f. December 23, 2020 to December 22, 2025

	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	248153725	100.00	248153725	0	100.00	0.00
2	Public - Institutional holders	E-Voting	60469109	48792559	80.69	48783528	9031	99.98	0.02	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		48792559	80.69	48783528	9031	99.98	0.02	0
3	Public-Others	E-Voting	69652655	5320713	7.64	5312166	8547	99.84	0.16	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		5320713	7.64	5312166	8547	99.84	0.16	0
Total	Total	E-Voting	378275489	302266997	79.91	302249419	17578	99.99	0.01	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		302266997	79.91	302249419	17578	99.99	0.01	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 :
400053
Tel No 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 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 e-voting during the EGM for the Extraordinary General Meeting ("EGM") of Thomas Cook (India) Limited held on Friday, March 26, 2021 at 11.00 a.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

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 resolutions proposed at the Extraordinary General Meeting ("EGM") of Thomas Cook (India) Limited on Friday, March 26, 2021 at 11.00 a.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said EGM.

The notice dated March 01, 2021 convening the EGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the EGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021.

Continuation Sheet

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

The voting period for remote e-voting commenced on Tuesday, March 23, 2021 (9:00 a.m. IST) and ended on Thursday, March 25, 2021 (5:00 p.m. IST) and the CDSL e-voting platform was disabled thereafter.

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

The shareholders of the Company holding shares as on the "cut-off" date of Friday, March 19, 2021 were entitled to vote on the resolutions as contained in the Notice of the EGM.

After the closure of e-voting at the EGM, the report on voting done during the EGM and the votes cast under remote e-voting facility prior to the EGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting and e-voting during the EGM and votes cast 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 e-voting during the EGM on the resolutions contained in the notice of the EGM.

My responsibility as scrutinizer for the remote e-voting and e-voting during the EGM 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 results of the remote e-voting and e-voting during the EGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

Increase in Authorised Share Capital and consequential amendment in Capital Clause of Memorandum of Association 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
99	30,22,66,997	100.00

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

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

Resolution 2: Special Resolution

Preferential Issue of Optionally Convertible Cumulative Redeemable Preference Shares to Fairbridge Capital (Mauritius) Limited on a private placement basis.

(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
89	29,50,42,044	97.61

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	72,24,953	2.39

(iii) **Invalid** votes:

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

Resolution 3: Special Resolution

Re-appointment of Mr. Nilesh Vikamsey (DIN: 00031213) as Non-Executive Independent Director for a second term of 5 years w.e.f. December 23, 2020 to December 22, 2025.

(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
85	29,23,26,789	96.88

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	94,00,264	3.12

(iii) **Invalid** votes:

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

Resolution 4: Special Resolution

Re-appointment of Mr. Sunil Mathur (DIN: 00013239) as Non-Executive Independent Director for a second term of 5 years w.e.f. December 23, 2020 to December 22, 2025.

(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
93	30,22,49,419	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	17,578	0.01

(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

Digitally signed by P N Parikh
DN: c=IN, o=Personal,
postalCode=400104, st=Maharashtra,
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8b0c5e69c2fc, cn=P N Parikh
Date: 2021.03.26 13:05:38 +05'30'

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: March 26, 2021

MADHAVAN
KARUNAKAR
AN MENON

Digitally signed by
MADHAVAN
KARUNAKARAN
MENON
Date: 2021.03.26
16:38:39 +05'30'