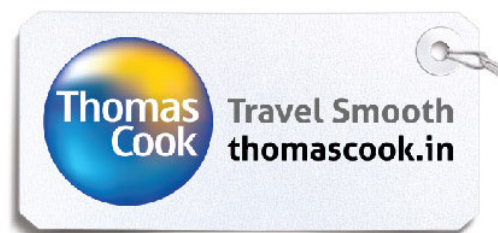


Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717
A FAIRFAX Company



September 29, 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 44th Annual General Meeting.

Dear Sir/ Madam,

With regard to the 44th Annual General Meeting 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 September 29, 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 AGM: September 29, 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.	To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended March 31, 2021 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, 2021 together with the Report of the Auditors thereon	Ordinary	Poll, E-Voting	The resolution was passed with requisite majority
2.	To re-appoint Mr. Sumit Maheshwari (DIN: 06920646), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	Poll, E-Voting	The resolution was passed with requisite majority
3.	Approval of payment of remuneration/ minimum remuneration to Mr. Mahesh Iyer, Executive Director & Chief Executive Officer (DIN: 07560302) in case of inadequacy of profits for the period commencing from 29th May, 2021 to 28th May, 2023	Special	Poll, E-Voting	The resolution was passed with requisite majority
4.	Appointment of Mrs. Sharmila A. Karve (DIN: 05018751) as Non-Executive Independent Director for a period of 5 years w.e.f. May 29, 2021 to May 28, 2026	Ordinary	Poll, E-Voting	The resolution was passed with requisite majority
5.	Appointment of Mr. Gopalakrishnan Soundarajan (DIN: 05242795) as a Non-Executive Director of the Company	Ordinary	Poll, E-Voting	The resolution was passed with requisite majority

* E-Voting Facility provided during the AGM.

For Thomas Cook (India) Limited

Amit J. Parekh
 Company Secretary and Compliance Officer

Thomas Cook (India) Limited									
Resolution Required : (Ordinary)			1. To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended March 31,2021 together with the Reports of the Board of Directors andthe Auditors thereon and the Consolidated Audited Financial Statements for the financial year ended March						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	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	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} *100$	[4]	[5]	$[6]=\{[4]/[2]\} *100$	$[7]=\{[5]/[2]\} *100$	[8]
Promoter and Promoter Group	E-Voting	248153725	248153725	100.0000	248153725	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		248153725	100.0000	248153725	0	100.0000	0.0000	0
Public Institutions	E-Voting	48067674	46018100	95.7361	46018100	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		46018100	95.7361	46018100	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	82054090	3206930	3.9083	3199918	7012	99.7813	0.2187	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3206930	3.9083	3199918	7012	99.7813	0.2187	0
Total		378275489	297378755	78.6143	297371743	7012	99.9976	0.0024	0

Thomas Cook (India) Limited

Resolution Required : (Ordinary)			2. To re-appoint Mr. Sumit Maheshwari (DIN: 06920646), who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	248153725	248153725	100.0000	248153725	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		248153725	100.0000	248153725	0	100.0000	0.0000	0
Public Institutions	E-Voting	48067674	46064784	95.8332	46027055	37729	99.9181	0.0819	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		46064784	95.8332	46027055	37729	99.9181	0.0819	0
Public Non Institutions	E-Voting	82054090	3206420	3.9077	3095804	110616	96.5502	3.4498	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3206420	3.9077	3095804	110616	96.5502	3.4498	0
Total		378275489	297424929	78.6265	297276584	148345	99.9501	0.0499	0

Thomas Cook (India) Limited

Resolution Required : (Special)			3. Approval of payment of remuneration/ minimum remuneration to Mr. Mahesh Iyer, Executive Director & Chief Executive Officer (DIN: 07560302) in case of inadequacy of profits for the period commencing from 29th May, 2021 to 28th May, 2023.						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and Promoter Group	E-Voting	248153725	248153725	100.0000	248153725	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		248153725	100.0000	248153725	0	100.0000	0.0000	0
Public Institutions	E-Voting	48067674	46064784	95.8332	45097315	967469	97.8998	2.1002	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		46064784	95.8332	45097315	967469	97.8998	2.1002	0
Public Non Institutions	E-Voting	82054090	3206420	3.9077	2489951	716469	77.6552	22.3448	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3206420	3.9077	2489951	716469	77.6552	22.3448	0
Total		378275489	297424929	78.6265	295740991	1683938	99.4338	0.5662	0

Thomas Cook (India) Limited

Resolution Required : (Ordinary)		4. Appointment of Mrs. Sharmila A. Karve (DIN: 05018751) as Non-Executive Independent Director for a period of 5 years w.e.f. May 29, 2021 to May 28, 2026							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}* 100	[4]	[5]	[6]={[4]/[2]}* 100	[7]={[5]/[2]}* 100	[8]
Promoter and Promoter Group	E-Voting	248153725	248153725	100.0000	248153725	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		248153725	100.0000	248153725	0	100.0000	0.0000	0
Public Institutions	E-Voting	48067674	46064784	95.8332	46064784	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		46064784	95.8332	46064784	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	82054090	3206919	3.9083	3188503	18416	99.4257	0.5743	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3206919	3.9083	3188503	18416	99.4257	0.5743	0
Total		378275489	297425428	78.6267	297407012	18416	99.9938	0.0062	0

Thomas Cook (India) Limited

Resolution Required : (Ordinary)			5. Appointment of Mr. Gopalakrishnan Soundarajan (DIN: 05242795) as a Non-Executive Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	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	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\}^* 100$	[4]	[5]	$[6]=\{[4]/[2]\}^* 100$	$[7]=\{[5]/[2]\}^* 100$	[8]
Promoter and Promoter Group	E-Voting	248153725	248153725	100.0000	248153725	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		248153725	100.0000	248153725	0	100.0000	0.0000	0
Public Institutions	E-Voting	48067674	46064784	95.8332	46064784	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		46064784	95.8332	46064784	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	82054090	3206920	3.9083	3197512	9408	99.7066	0.2934	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3206920	3.9083	3197512	9408	99.7066	0.2934	0
Total		378275489	297425429	78.6267	297416021	9408	99.9968	0.0032	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 Chairperson
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 AGM for the 44th Annual General Meeting of Thomas Cook (India) Limited held on Wednesday, 29th September, 2021 at 3.00p.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 44th Annual General Meeting ("AGM") of Thomas Cook (India) Limited on Wednesday, 29th September, 2021 at 3.00p.m. (IST) through VC/OAVM.

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

The notice dated May 27, 2021, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM 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 May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular 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 AGM by the Shareholders of the Company.

The voting period for remote e-voting commenced on Sunday, 26th September, 2021 (9.00 a.m. IST) and ended on Tuesday, 28th September, 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 AGM 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 Wednesday, 22nd September, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.

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

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

My responsibility as scrutinizer for the remote e-voting and e-voting during the AGM 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 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, 2021 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, 2021 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
237	29,73,71,743	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
15	7,012	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 re-appoint Mr. Sumit Maheshwari (DIN: 06920646), 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
218	29,72,76,584	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
33	1,48,345	0.05

(iii) **Invalid** votes:

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

Resolution 3: Special Resolution

To approve payment of remuneration/ minimum remuneration to Mr. Mahesh Iyer, Executive Director & Chief Executive Officer (DIN: 07560302) in case of inadequacy of profits for the period commencing from 29th May, 2021 to 28th May, 2023.

(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
193	29,57,40,991	99.43

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
58	16,83,938	0.57

(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 Mrs. Sharmila A. Karve (DIN: 05018751) as Non-Executive Independent Director for a period of 5 years w.e.f. May 29, 2021 to May 28, 2026.

(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
220	29,74,07,012	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
31	18,416	0.01

(iii) **Invalid** votes:

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

Resolution 5: Ordinary Resolution

Appointment of Mr. Gopalakrishnan Soundarajan (DIN: 05242795) 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
224	29,74,16,021	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
28	9,408	0.00

(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

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: September 29, 2021.

Digitally signed by P N Parikh
DN: c=IN, o=Personal, postalCode=400104,
st=Maharashtra,
2.5.4.20=02a59473a64d87ecbdf0a8e3ad
70b06b16d5d30bb138b26dccc84b693f8ed
7,
serialNumber=e6a5dfe99f1e9732378e1984
97c9be1a9a5543aafae294fe7c98b0c5e69c2
fc, cn=P N Parikh
Date: 2021.09.29 19:16:18 +05'30'