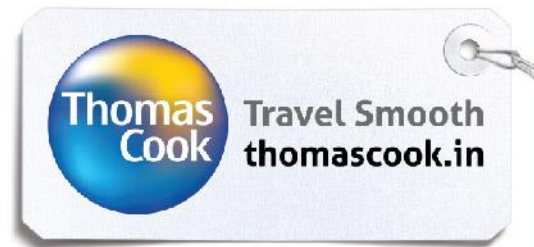


Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717

A FAIRFAX Company



September 11, 2020

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 43rd Annual General Meeting.

Dear Sir/ Madam,

With regard to the 43rd 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 11, 2020, 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.

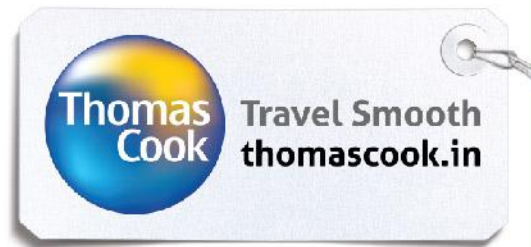
Date of AGM: September 11, 2020

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, 2020 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, 2020 together with the Report of the Auditors thereon.	Ordinary	Poll, E-Voting	The resolution was passed with requisite majority
2.	To re-appoint Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	Poll, E-Voting	The resolution was passed with requisite majority
3.	Re-appointment of Mr. Madhavan Menon (DIN: 00008542) as the Chairman and Managing Director of the Company for a term of 5 years from March 1, 2020 to February 28, 2025, fixation of remuneration and minimum remuneration	Special	Poll, E-Voting	The resolution was passed with requisite majority
4.	Re-appointment of Mr. Pravir Kumar Vohra (DIN: 00082545) as Non-Executive Independent Director for a second term of 5 years w.e.f. April 10, 2020 to April 9, 2025.	Special	Poll, E-Voting	The resolution was passed with requisite majority
5.	To authorise Board to borrow funds pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013	Special	Poll, E-Voting	The resolution was passed with requisite majority
6.	To create charge / security on the assets, movable and/ or immovable properties of the Company for securing the borrowings of the Company and its Subsidiaries pursuant to Section 180(1)(a) of the Companies Act, 2013	Special	Poll, E-Voting	The resolution was passed with requisite majority

Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
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CIN: L63040MH1978PLC020717

A FAIRFAX Company



Item Nos.	Details of Agenda:	Resolution required: (Ordinary/ Special)	Mode of Voting: (Show of hands/Poll*/Postal Ballot/E-Voting)	Result
7.	To approve and fix limits for the investment(s) and/or loan(s) and/or grant inter corporate deposit(s) and/or give guarantee(s)/ provide any security(ies) by the Company in terms of the provisions of Section 186 of the Companies Act, 2013	Special	Poll, E-Voting	The resolution was passed with requisite majority
8.	Authority to the Board of Directors to offer, invite subscription for secured or unsecured, redeemable Non Convertible Debentures, in one or more tranches, on private placement basis.	Special	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

Annexure - 2

THOMAS COOK (INDIA) LIMITED										
Resolution (1)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended March 31,2020 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, 2020 together with the Report of the Auditors thereon Ordinary Resolution.										
	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]	[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	70925847	23117321	32.59	23117321	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		23117321	32.59	23117321	0	100.00	0.00	0
3	Public-Others	E-Voting	59195917	1293333	2.18	1257202	36131	97.21	2.79	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		1293333	2.18	1257202	36131	97.21	2.79	0
Total	Total	E-Voting	378275489	272564379	72.05	272528248	36131	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		272564379	72.05	272528248	36131	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 AGM for the 43rd Annual General Meeting of Thomas Cook (India) Limited held on Friday, September 11, 2020 at 3.30 p.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 43rd Annual General Meeting ("AGM") of Thomas Cook (India) Limited on Friday, September 11, 2020 at 3.30 p.m.(IST) through VC/OAVM.

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

The notice dated June 18, 2020, 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 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

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 Tuesday, September 08, 2020 (9:00 a.m. IST) and ended on Thursday, September 10, 2020 (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 Friday, September 4, 2020 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 and counted.

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, 2020 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, 2020 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
153	27,25,28,248	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
11	36,131	0.01

(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. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for reappointment.

(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
151	30,35,50,323	99.77

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	6,93,463	0.23

(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. Madhavan Menon (DIN 00008542) as the Chairman and Managing Director of the Company for a term of 5 years from March 1, 2020 to February 28, 2025, fixation of remuneration and minimum remuneration

(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
134	30,04,29,071	98.92

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
38	32,74,771	1.08

(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. Pravir Kumar Vohra (DIN: 00082545) as Non-Executive Independent Director for a second term of 5 years w.e.f. April 10, 2020 to April 9, 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
154	30,39,35,699	99.90

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	3,08,087	0.10

(iii) **Invalid** votes:

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

Resolution 5: Special Resolution

To authorise Board to borrow funds pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013

(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
157	30,42,05,432	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
15	38,331	0.01

(iii) **Invalid** votes:

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

Resolution 6: Special Resolution

To create charge / security on the assets, movable and/ or immovable properties of the Company for securing the borrowings of the Company and its Subsidiaries pursuant to Section 180(1)(a) of the Companies Act, 2013

(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
154	30,42,04,928	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
18	38,835	0.01

(iii) **Invalid** votes:

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

Resolution 7: Special Resolution

To approve and fix limits for the investment(s) and/or loan(s) and/or grant inter corporate deposit(s) and/or give guarantee(s)/ provide any security(ies) by the Company in terms of the provisions of Section 186 of the Companies Act, 2013

(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
141	30,07,84,768	99.04

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	29,19,051	0.96

(iii) **Invalid** votes:

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

Resolution 8: Special Resolution

Authority to the Board of Directors to offer, invite subscription for secured or unsecured, redeemable Non Convertible Debentures, in one or more tranches, on 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
157	30,42,05,629	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
15	38,134	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

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 11, 2020

Digitally signed by P N Parikh
DN: c=IN, o=Personal, postalCode=400104,
st=Maharashtra,
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serialNumber=6a5dfe9f91e9732378e19849
709be1aba5543aafac294fe7c98b0c3e69c2fc,
cn=P N Parikh
Date: 2020.09.11 17:39:36 +05'30'