

5th September, 2019

The Manager,  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
**Scrip Code: 500413**  
Fax No.: 2272 2037/39/41/61

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.: 2659 8237/38

Dear Sir/ Madam,

**Sub: Outcome of the meeting of the equity shareholders of the Company as directed by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT').**

**Ref.: Composite Scheme of Arrangement and Amalgamation amongst TC Forex Services Limited (Formerly known as Tata Capital Forex Limited), TC Travel Services Limited (Formerly known as TC Travel and Services Limited), SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited), Travel Corporation (India) Limited, Quess Corp Limited and Thomas Cook (India) Limited and their respective shareholders ("the Composite Scheme")**

Dear Sir/Madam,

Further to our intimation dated 26th July, 2019, we would like to inform you, that a Meeting of the Equity Shareholders of the Company was held on Wednesday, September 04, 2019, at 3:30 p.m. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020 in accordance with the NCLT Order dated 11th July, 2019 for approval of the Composite Scheme.

In view of the above and pursuant to Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), please find enclosed the following with respect to the NCLT Convened Meeting:

1. Summary of proceedings of the NCLT Convened Meeting as **Annexure A**
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure B**
3. Report of the Scrutinizer dated September 05, 2019 with respect to the NCLT Convened Meeting as **Annexure C**

We further wish to inform that the resolution to approve the Composite Scheme was passed with requisite majority by the equity shareholders of the Company.

We request you to take the above on record.

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

**Amit J. Parekh**  
Company Secretary & Compliance Officer  
Encl: a/a

**ANNEXURE A:**

**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 NCLT Convened Meeting: 4th September, 2019**

**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 consider and, if thought fit, to approve with or without modification(s), the resolution under Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company for approval of the arrangement embodied in the Scheme.	Special Majority*	Poll, E-voting, Postal Ballot	The resolution was passed with requisite majority

\* Approval by majority of persons representing three-fourth in the value of members, voting in person or by proxy or by remote e-voting.

## Annexure B

THOMAS COOK (INDIA) LIMITED										
Resolution (1)										
Resolution required: (Ordinary / Special)						Special Majority*				
Whether promoter/ promoter group are interested in the agenda/resolution?						No				
To consider and, if thought fit, to approve with or without modification(s), the resolution under Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company for approval of the arrangement embodied in the Scheme.										
	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	79067193	67275675	85.09	67275675	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		67275675	85.09	67275675	0	100.00	0.00	0
3	Public-Others	E-Voting	43635981	46284	0.11	33081	13203	71.47	28.53	0
		Poll		1890559	4.33	1890559	0	100.00	0.00	0
		Postal Ballot (if applicable)		6955	0.02	6955	0	100.00	0.00	350
		Total		1943798	4.45	1930595	13203	99.32	0.68	350
	Total	E-Voting	370856899	315475684	85.07	315462481	13203	100.00	0.00	0
		Poll		1890559	0.51	1890559	0	100.00	0.00	0
		Postal Ballot (if applicable)		6955	0.00	6955	0	100.00	0.00	350
		Total		317373198	85.58	317359995	13203	100.00	0.00	350

\*Approval by majority of persons representing three-fourth in the value of members, voting in person or by proxy or by remote e-voting



**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 appointed for the National Company Law Tribunal, Mumbai Bench  
Convened Meeting of Equity Shareholders of  
Thomas Cook (India) Limited  
Thomas Cook Building, Dr. D. N. Road,  
Fort, Mumbai -400001

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting/ postal ballot conducted pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended and voting at the National Company Law Tribunal, Mumbai Bench ("NCLT") convened meeting of the equity shareholders of Thomas Cook (India) Limited held at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020 on Wednesday, September 04, 2019 at 3.30 p.m.**

I, P. N. Parikh of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer, vide order dated July 11, 2019 of the National Company Law Tribunal, Mumbai Bench, for Thomas Cook (India) Limited pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process and to scrutinize the postal ballot forms received from the shareholders in respect of the below mentioned resolution proposed at the NCLT convened meeting of the Equity Shareholders of Thomas Cook (India) Limited("the Company").

I was also appointed as Scrutinizer to scrutinize the voting process at the said NCLT convened meeting of the equity shareholders held on September 04, 2019.

The Notice of the meeting dated August 01, 2019 along with statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to the Equity Shareholders in respect of the below mentioned resolution proposed at the NCLT convened meeting.





The Company had provided the Equity Shareholders with the facility for casting their votes either by way of postal ballot or by way of remote e-voting using facility offered by Central Depository Services (India) Limited ("CDSL").

The Company had provided voting through electronic voting system to the Equity Shareholders present at the NCLT convened meeting of the Equity Shareholders and who had not cast their vote earlier through remote e-voting facility or by postal ballot.

The Equity Shareholders of the Company holding shares as on the "cut-off" date of July 26, 2019 were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting of the Equity Shareholders.

The voting period for remote e-voting as well as Postal Ballot commenced on Monday, August 05, 2019 at 09:00 a.m. (IST) and ended on Tuesday, September 03, 2019 at 05:00 p.m. (IST) and the CDSL e-voting platform was disabled thereafter.

The votes cast under remote e-voting facility were unblocked in the presence of two witnesses who were not in the employment of the Company. Postal ballot forms received up to Tuesday, September 03, 2019 at 05:00 p.m. (IST) were also considered and scrutinized.

On September 04, 2019, at the venue of the NCLT convened meeting, the Chairman of the NCLT convened meeting directed for conducting the voting through electronic voting system for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the remote e-voting module of CDSL.

After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

The voting done through postal ballot and remote e-voting were reconciled with the records maintained by the Company and CDSL and the authorizations lodged with the Company.

The Postal ballot forms and remote e-voting including voting through electronic voting system at the NCLT convened meeting, which were incomplete and/or which were otherwise found defective have been treated as invalid.



The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballot and remote e-voting and the voting through electronic voting system at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.

My responsibility as scrutinizer for the postal ballot and remote e-voting and voting through electronic voting system at the venue of the meeting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my consolidated Report as under on the result of the remote e-voting/ Postal Ballot forms and voting through electronic voting system at the venue of the NCLT convened meeting in respect of the said Resolution.

**Resolution:**

**“RESOLVED THAT**, pursuant to the provisions of Sections 230 to 232 read with Sections 52,55 and 66 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 read with Circular No. CFD/DIL3/CIR/2018/2 dated 3rd January, 2018, both issued by the Securities and Exchange Board of India, the Observation Letter dated 21st May, 2019 issued by BSE Limited and 22nd May, 2019 issued by National Stock Exchange of India Limited and provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the RBI, Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT'), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this Resolution), the proposed arrangement embodied in the Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited and Travel Corporation (India) Limited and TC Travel Services Limited and TC Forex Services Limited and SOTC Travel Management Private Limited and Quess Corp Limited and their respective shareholders ("the Scheme") as placed before this Meeting and initialed by the Chairperson of the Meeting for the purpose of identification, and other matters that are forming an integral part of the Scheme relating to the amendment of Memorandum of Association, amendment



of Articles of Association, ESOP mechanism prescribed in Clause 38 of the Scheme, be and are hereby approved and such approval of the members shall be considered to be approval granted under Sections 13, 14, 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 7 of the SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable provisions of the Companies Act, 2013 and rules made thereunder;

**RESOLVED FURTHER THAT**, for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution), be and are hereby severally authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution."

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	161	31,54,62,481	-
Postal Ballot	3	6,955	-
Electronic Voting Systemat the Venue	26	18,90,559	-
<b>Total</b>	<b>190</b>	<b>31,73,59,995</b>	<b>100.00 (Rounded Off)</b>

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

Type of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	10	13,203	-
Postal Ballot	-	-	-
Electronic Voting Systemat the Venue	-	-	-
<b>Total</b>	<b>10</b>	<b>13,203</b>	<b>0.00</b>





(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of invalid votes cast by them
Remote E-voting	-	-
Postal Ballot	2	350
Electronic Voting System at the Venue	-	-
<b>Total</b>	<b>2</b>	<b>350</b>

Thanking you,  
Yours faithfully,



P. N. Parikh  
Scrutinizer



**Parikh & Associates**  
**Practising Company Secretaries**  
FCS: 327 CP No.: 1228  
111, 11<sup>th</sup> 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 05, 2019