

Thomas Cook (India) Limited

11th Floor, Marathon Futurex
N. M. Joshi Marg, Lower Parel (East),
Mumbai - 400 013.
Board No.: +91-22-4242 7000
Fax No. : +91-22-2302 2864



April 18, 2025

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: Regulation 30 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Result Declaration along with the Scrutinizer's Report

In furtherance of our intimation dated March 18, 2025 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:

1. Postal Ballot remote e-voting Results (Annexure I)
2. Report of Scrutinizer dated April 18, 2025 (Annexure II)

The special resolutions as set out in the Postal Ballot Notice dated February 3, 2025 are declared as approved by requisite majority as on the last date for remote e-voting i.e. Thursday, April 17, 2025, which shall be considered as the date of passing of the said resolutions.

The voting results along with the scrutinizers report are also made available on the company's website at: www.thomascook.in and website of National Securities Depository Limited www.evoting.nsdl.com.

This is for your information and records.

Thank you.

For **Thomas Cook (India) Limited**

Amit J. Parekh
Company Secretary and Compliance Officer

Encl: a/a

Thomas Cook (India) Limited Voting Results of Postal Ballot (Remote e-voting only) [Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]	
Record date	14-03-2025
Total number of shareholders on record date	119081
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	Not Applicable
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	Not Applicable
b) Public	
No. of resolution passed in the meeting	5

Resolution no. 1								
Resolution Required: Special			To consider and pass the following resolution as a Special Resolution for approval of Thomas Cook Employees Stock Option Scheme 2024 - EXECOM (ESOP 2024 - EXECOM) and issue of Employee Stock Options under the ESOP 2024 – EXECOM to the employees 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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	300258798	300258798	100.0000	300258798	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		300258798	100.0000	300258798	0	100.0000	0.0000
Public Institutions	E-Voting	59932748	51896144	86.5906	8212351	43683793	15.8246	84.1754
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		51896144	86.5906	8212351	43683793	15.8246	84.1754
Public Non-Institutions	E-Voting	110189016	1889272	1.7146	1769698	119574	93.6709	6.3291
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1889272	1.7146	1769698	119574	93.6709	6.3291
Total		470380562	354044214	75.2676	310240847	43803367	87.6277	12.3723

Resolution no. 2								
Resolution Required: Special			To consider and pass the following resolution as a Special Resolution for approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2024 - EXECOM (ESOP2024 - EXECOM) to the present and future employees of Subsidiary companies.					
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	300258798	300258798	100.0000	300258798	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		300258798	100.0000	300258798	0	100.0000	0.0000
Public Institutions	E-Voting	59932748	51896144	86.5906	8212351	43683793	15.8246	84.1754
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		51896144	86.5906	8212351	43683793	15.8246	84.1754
Public Non-Institutions	E-Voting	110189016	1888323	1.7137	1767261	121062	93.5889	6.4111
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1888323	1.7137	1767261	121062	93.5889	6.4111
Total		470380562	354043265	75.2674	310238410	43804855	87.6273	12.3727

Resolution no. 3								
Resolution Required: Special			To consider and pass the following resolution as a Special Resolution for appointment of Mr. Sharad Kumar Saxena (DIN: 08238872) as Non-Executive Independent Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	300258798	300258798	100.0000	300258798	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		300258798	100.0000	300258798	0	100.0000	0.0000
Public Institutions	E-Voting	59932748	51896144	86.5906	51896144	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		51896144	86.5906	51896144	0	100.0000	0.0000
Public Non-Institutions	E-Voting	110189016	1883960	1.7098	1780877	103083	94.5284	5.4716
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1883960	1.7098	1780877	103083	94.5284	5.4716
Total		470380562	354038902	75.2665	353935819	103083	99.9709	0.0291

Resolution no. 4								
Resolution Required: Special			To consider and pass the following resolution as a Special Resolution for Re-designation of Mr. Madhavan Menon (DIN: 00008542) as Non-Executive Chairman and Continuation of Directorship of Mr. Madhavan Menon as Non-Executive Chairman of the Company in the capacity of Non-Executive and Non-Independent 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
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	300258798	300258798	100.0000	300258798	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		300258798	100.0000	300258798	0	100.0000	0.0000
Public Institutions	E-Voting	59932748	51896144	86.5906	51115224	780920	98.4952	1.5048
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		51896144	86.5906	51115224	780920	98.4952	1.5048
Public Non-Institutions	E-Voting	110189016	1887073	1.7126	1833657	53416	97.1694	2.8306
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1887073	1.7126	1833657	53416	97.1694	2.8306
Total		470380562	354042015	75.2671	353207679	834336	99.7643	0.2357

Resolution no. 5								
Resolution Required: Special			To consider and pass the following resolution as a Special Resolution for approval of change in remuneration of Mr. Mahesh Iyer as Managing Director and Chief Executive Officer (DIN:07560302) of the Company and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to July 4, 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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	300258798	300258798	100.0000	300258798	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		300258798	100.0000	300258798	0	100.0000	0.0000
Public Institutions	E-Voting	59932748	51896144	86.5906	38437208	13458936	74.0656	25.9344
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		51896144	86.5906	38437208	13458936	74.0656	25.9344
Public Non-Institutions	E-Voting	110189016	1887072	1.7126	1802271	84801	95.5062	4.4938
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1887072	1.7126	1802271	84801	95.5062	4.4938
Total		470380562	354042014	75.2671	340498277	13543737	96.1745	3.8255



April 18, 2025

To,
Thomas Cook (India) Limited,
11th Floor, Marathon Futurex,
N.M. Joshi Marg, Lower Parel (East),
Mumbai 400 013.

Kind Attn: Mr. Amit J. Parekh

Sub.: Report on Postal Ballot Voting of Thomas Cook (India) Limited.

Dear Sir,

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

1. Approval of Thomas Cook Employees Stock Option Scheme 2024 - EXECOM (ESOP 2024 - EXECOM) and issue of Employee Stock Options under the ESOP 2024 – EXECOM to the employees of the Company.
2. Approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2024 - EXECOM (ESOP 2024 - EXECOM) to the present and future employees of Subsidiary companies.
3. Appointment of Mr. Sharad Kumar Saxena (DIN: 08238872) as Non-Executive Independent Director.
4. Re-designation of Mr. Madhavan Menon (DIN: 00008542) as Non-Executive Chairman and Continuation of Directorship of Mr. Madhavan Menon as Non-Executive Chairman of the Company in the capacity of Non-Executive and Non-Independent Director of the Company.
5. Approval of change and fixation of remuneration of Mr. Mahesh Iyer as Managing Director and Chief Executive Officer (DIN:07560302) of the Company due to his increased role and responsibility of the Thomas Cook India Group and payment of minimum remuneration in case of absence or inadequacy of profits.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders only through the electronic voting process (remote e-voting).
- b) The register showing the particulars of the e-votes registered on the National Securities Depository Limited ("NSDL") e-voting system in respect of the said Resolutions.

Thanking-you.

Yours faithfully,

Mitesh Dilip Digitally signed by Mitesh Dilip Dhabliwala
Date: 2025.04.18 12:07:31
+05'30'
Dhabliwala

Mitesh Dhhabliwala
Parikh & Associates
Encl.: As above.

To,
The Chairman
Thomas Cook (India) Limited
11th Floor, Marathon Futurex,
N.M. Joshi Marg, Lower Parel (East),
Mumbai 400 013.

Report of Scrutinizer

I, Mitesh Dhabliwala, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 8331), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the Postal ballot through electronic voting process ("remote e-voting") in respect of the following Special Resolutions for:

1. Approval of Thomas Cook Employees Stock Option Scheme 2024 - EXECOM (ESOP 2024 - EXECOM) and issue of Employee Stock Options under the ESOP 2024 – EXECOM to the employees of the Company.
2. Approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2024 - EXECOM (ESOP 2024 - EXECOM) to the present and future employees of Subsidiary companies.
3. Appointment of Mr. Sharad Kumar Saxena (DIN: 08238872) as Non-Executive Independent Director.
4. Re-designation of Mr. Madhavan Menon (DIN: 00008542) as Non-Executive Chairman and Continuation of Directorship of Mr. Madhavan Menon as Non-Executive Chairman of the Company in the capacity of Non-Executive and Non-Independent Director of the Company.
5. Approval of change and fixation of remuneration of Mr. Mahesh Iyer as Managing Director and Chief Executive Officer (DIN:07560302) of the Company due to his increased role and responsibility of the Thomas Cook India Group and payment of minimum remuneration in case of absence or inadequacy of profits.

Pursuant to the Postal Ballot Notice dated February 03, 2025, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 39/2020 dated December 31, 2020, 20/2021, dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and pursuant to other applicable laws and regulations, along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolutions, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the shareholders of the Company.

Contd....2

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The shareholders of the Company holding shares as on the "cut-off" date of Friday, March 14, 2025 were entitled to vote on the resolutions as contained in the Notice.

The voting period for remote e-voting commenced on Wednesday, March 19, 2025 at 09:00 a.m. (IST) and ended on Thursday, April 17, 2025 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said Resolutions.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolutions as under:

Contd....3

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Resolution 1: Special Resolution

Approval of Thomas Cook Employees Stock Option Scheme 2024 - EXECOM (ESOP 2024 - EXECOM) and issue of Employee Stock Options under the ESOP 2024 – EXECOM to the employees of the Company.

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
340*	31,02,40,847	87.6277

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
120*	4,38,03,367	12.3723

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
NIL	NIL

Contd....4

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Resolution 2: Special Resolution

Approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2024 - EXECOM (ESOP 2024 - EXECOM) to the present and future employees of Subsidiary companies.

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
335*	31,02,38,410	87.6273

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
123*	4,38,04,855	12.3727

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
NIL	NIL

Contd....5

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Resolution 3: Special Resolution**Appointment of Mr. Sharad Kumar Saxena (DIN: 08238872) as Non-Executive Independent Director.**(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
427	35,39,35,819	99.9709

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
28	1,03,083	0.0291

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
NIL	NIL

Contd....6

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Resolution 4: Special Resolution

Re-designation of Mr. Madhavan Menon (DIN: 00008542) as Non-Executive Chairman and Continuation of Directorship of Mr. Madhavan Menon as Non-Executive Chairman of the Company in the capacity of Non-Executive and Non-Independent Director of the Company.

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
430*	35,32,07,679	99.7643

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
27*	8,34,336	0.2357

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
NIL	NIL

Contd....7

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Resolution 5: Special Resolution

Approval of change and fixation of remuneration of Mr. Mahesh Iyer as Managing Director and Chief Executive Officer (DIN:07560302) of the Company due to his increased role and responsibility of the Thomas Cook India Group and payment of minimum remuneration in case of absence or inadequacy of profits.

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
345	34,04,98,277	96.1745

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
112	1,35,43,737	3.8255

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
NIL	NIL

*Shareholders who have split the votes in "assent" as well as "dissent", while the votes are taken as cast, shareholders have been counted only once for the purpose of number of members under the head "assent".

Mitesh
Dilip
Signature: Dhabliwala
Name: Mitesh Dhabliwala
Scrutinizer
FCS: 8331 CP: 9511
UDIN: F008331G000143444
P/R No. 6556/2025

Digitally signed by
Mitesh Dilip
Dhabliwala
Date: 2025.04.18
12:07:58 +05'30'

Dated: April 18, 2025
Place: Mumbai