

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



A FAIRFAX Company

12th April, 2018

The Manager,  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
Scrip Code: 500413  
NCD Scrip Code: 949099, 952673, 952674, 952675

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  
NCD: THC10.52; Thomas Cook 9.37% 2018 SERIES 1,  
Thomas Cook 9.37% 2019 SERIES 2 Thomas Cook  
9.37% 2020 SERIES 3

Fax No.: 2272 2037/39/41/61

Fax No.: 2659 8237/38

Dear Sir/ Madam,

**Sub: Disclosure under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 - Postal Ballot Result Declaration along with the Scrutinizer Report in respect of the Postal Ballot Notice dated 1st March, 2018.**

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. Results of Postal Ballot and E-Voting: Annexure - I
2. Declaration of results of Postal Ballot by Chairman and Managing Director: Annexure - II
3. Scrutinizer's Report: Annexure - III

You are requested to take our submission on record.

Thanking you,

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

**Amit J. Parekh**  
Company Secretary & Compliance Officer

Encl.: a/a

Holidays | Foreign Exchange | Business Travel | Visas | Insurance

**Corporate Office :** A Wing, 11th Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai - 400 013.

**Registered Office :** Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai - 400 001.

Email id: enquiry@in.thomascook.com CIN No.: L63040MH1978PLC020717

www.thomascook.in

**THOMAS COOK (I) LIMITED**

**Resolution (1)**

Date of Postal Ballot	1st March, 2018
Total No. of Shareholders on record date (2nd March, 2018)	47912
No. of shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public:	NA
No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group: - Public	NA

Resolution required: (Ordinary / Special)	SPECIAL
Whether promoter/ promoter group are interested in the agenda/resolution?	NO
Approval of Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 - EXECOM) and issue of Employee Stock Options under the ESOP 2018 - EXECOM to the employees of the Company	

Category	Mode of Voting	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	No. of Invalid Votes	% of Votes invalid on votes polled (9)=[(8)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		<b>248153725</b>	<b>100.00</b>	<b>248153725</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
Public - Institutional holders	E-Voting	77547721	41312518	53.27	29538643	11773875	71.50	28.50	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		<b>41312518</b>	<b>53.27</b>	<b>29538643</b>	<b>11773875</b>	<b>71.50</b>	<b>28.50</b>	<b>0</b>	<b>0.00</b>
Public- Others	E-Voting	44314559	483088	1.09	476862	6226	98.71	1.29	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		44346	0.10	31801	11390	71.71	25.68	1155	2.60
	<b>Total</b>		<b>527434</b>	<b>1.19</b>	<b>508663</b>	<b>17616</b>	<b>96.44</b>	<b>3.34</b>	<b>1155</b>	<b>0.22</b>
Total	E-Voting	370016005	289949331	78.36	278169230	11780101	95.94	4.06	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		44346	0.01	31801	11390	71.71	25.68	1155	2.60
	<b>Total</b>		<b>289993677</b>	<b>78.37</b>	<b>278201031</b>	<b>11791491</b>	<b>95.93</b>	<b>4.07</b>	<b>1155</b>	<b>0.00</b>



**THOMAS COOK (1) LIMITED**

**Resolution (2)**

<b>Date of Postal Ballot</b>	1st March, 2018
<b>Total No. of Shareholders on record date (2nd March, 2018)</b>	47912
<b>No. of shareholders present in the meeting either in person or through proxy:</b> - Promoters and Promoter Group: - Public:	NA
<b>No. of Shareholders attended the meeting through Video Conferencing</b> - Promoters and Promoter Group: - Public	NA

<b>Resolution required: (Ordinary / Special)</b>	<b>SPECIAL</b>
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	<b>NO</b>
<b>Approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 - EXECOM) to the employees of present and future Subsidiary Companies.</b>	

Category	Mode of Voting	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	No. of Invalid Votes (8)	% of Votes invalid on votes polled (9)=[(8)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100
Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		<b>248153725</b>	<b>100.00</b>	<b>248153725</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
Public - Institutional holders	E-Voting	77547721	41312518	53.27	29569643	11742875	71.58	28.42	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		<b>41312518</b>	<b>53.27</b>	<b>29569643</b>	<b>11742875</b>	<b>71.58</b>	<b>28.42</b>	<b>0</b>	<b>0.00</b>
Public-Others	E-Voting	44314559	483088	1.09	476927	6161	98.72	1.28	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		44346	0.10	31766	11405	71.63	25.72	1175	2.65
	<b>Total</b>		<b>527434</b>	<b>1.19</b>	<b>508693</b>	<b>17566</b>	<b>96.45</b>	<b>3.33</b>	<b>1175</b>	<b>0.22</b>
Total	E-Voting	370016005	289949331	78.36	278200295	11749036	95.95	4.05	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		44346	0.01	31766	11405	71.63	25.72	1175	2.65
	<b>Total</b>		<b>289993677</b>	<b>78.37</b>	<b>278232061</b>	<b>11760441</b>	<b>95.94</b>	<b>4.06</b>	<b>1175</b>	<b>0.00</b>





**THOMAS COOK (I) LIMITED**

**Resolution (3)**

<b>Date of Postal Ballot</b>	1st March, 2018
<b>Total No. of Shareholders on record date (2nd March, 2018)</b>	47912
<b>No. of shareholders present in the meeting either in person or through proxy:</b> - Promoters and Promoter Group: - Public:	NA
<b>No. of Shareholders attended the meeting through Video Conferencing</b> - Promoters and Promoter Group: - Public	NA

Resolution required: (Ordinary / Special)				SPECIAL						
Whether promoter/ promoter group are interested in the agenda/resolution?				NO						
Approval of Thomas Cook Employees Stock Option Scheme 2018 - Management (ESOP 2018 - Management) and issue of Employee Stock Options under the ESOP 2018 - Management to the employees of the Company.										
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 Invalid Votes	% of Votes invalid on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100
Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total		248153725	248153725	100.00	248153725	0	100.00	0.00	0
Public - Institutional holders	E-Voting	77547721	41312518	53.27	29538643	11773875	71.50	28.50	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total		77547721	41312518	53.27	29538643	11773875	71.50	28.50	0
Public-Others	E-Voting	44314559	482438	1.09	476277	6161	98.72	1.28	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		44346	0.10	31616	11405	71.29	25.72	1325	2.99
	Total		44314559	526784	1.19	507893	17566	96.41	3.33	1325
Total	E-Voting	370016005	289948681	78.36	278168645	11780036	95.94	4.06	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		44346	0.01	31616	11405	71.29	25.72	1325	2.99
	Total		370016005	289993027	78.37	278200261	11791441	95.93	4.07	1325



**THOMAS COOK (I) LIMITED**

**Resolution (4)**

Date of Postal Ballot	1st March, 2018
Total No. of Shareholders on record date (2nd March, 2018)	47912
No. of shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public:	NA
No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group: - Public	NA

Resolution required: (Ordinary / Special)	SPECIAL
Whether promoter/ promoter group are interested in the agenda/resolution?	NO
Approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2018- Management (ESOP 2018 - Management) to the employees of present and future Subsidiary Companies	

Category	Mode of Voting	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	No. of Invalid Votes	% of Votes invalid on votes polled (9)=[(8)/(2)]*100
		(1)	(2)		(4)	(5)			(8)	
Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		<b>248153725</b>	<b>100.00</b>	<b>248153725</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
Public - Institutional holders	E-Voting	77547721	41312518	53.27	29569643	11742875	71.58	28.42	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		<b>41312518</b>	<b>53.27</b>	<b>29569643</b>	<b>11742875</b>	<b>71.58</b>	<b>28.42</b>	<b>0</b>	<b>0.00</b>
Public- Others	E-Voting	44314559	482438	1.09	476277	6161	98.72	1.28	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		44346	0.10	31561	11460	71.17	25.84	1325	2.99
	<b>Total</b>		<b>526784</b>	<b>1.19</b>	<b>507838</b>	<b>17621</b>	<b>96.40</b>	<b>3.35</b>	<b>1325</b>	<b>0.25</b>
Total	E-Voting	370016005	289948681	78.36	278199645	11749036	95.95	4.05	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		44346	0.01	31561	11460	71.17	25.84	1325	2.99
	<b>Total</b>		<b>289993027</b>	<b>78.37</b>	<b>278231206</b>	<b>11760496</b>	<b>95.94</b>	<b>4.06</b>	<b>1325</b>	<b>0.00</b>



### RESULT OF THE POSTAL BALLOT

In compliance with provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), the Company had provided its members a facility to cast their votes on resolution set forth in the Notice of Postal Ballot dated 1st March, 2018 either using Electronic Voting system (E-Voting) provided by National Securities Depository Limited (NSDL) or by Postal Ballot Form. The facility of E-Voting and Voting through Postal Ballot commenced on Tuesday, 13th March, 2018 at 9.00 a.m. and ended on Wednesday, 11th April, 2018 at 5.00 p.m.

Mr. P. N. Parikh [FCS:327] of M/s. Parikh & Associates, Practicing Company Secretaries, was appointed as Scrutinizer to scrutinize the E-Voting and Voting by Postal ballot in a fair and transparent manner.

Based on the Scrutinizer's report dated 12th April, 2018, I the undersigned, hereby declare that the below resolutions contained in the notice of Postal Ballot dated 1st March, 2018, have been passed with requisite majority as per the details given below:

- 1) Approval of Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 - EXECOM) and issue of Employee Stock Options under the ESOP 2018 - EXECOM to the employees of the Company.

No. of votes cast	No. of votes in favour	% votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. of invalid votes
289993677	278201031	95.93	11791491	4.07	1155

- 2) Approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018- EXECOM) to the employees of present and future Subsidiary Companies.

No. of votes cast	No. of votes in favour	% votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. of invalid votes
289993677	278232061	95.94	11760441	4.06	1175

*Handwritten signature and initials*

- 3) Approval of Thomas Cook Employees Stock Option Scheme 2018 - Management (ESOP 2018 - Management) and issue of Employee Stock Options under the ESOP 2018 - Management to the employees of the Company.

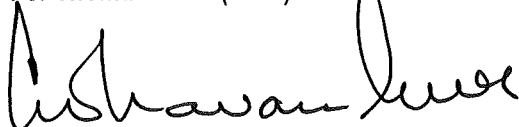
No. of votes cast	No. of votes in favour	% votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. of invalid votes
289993027	278200261	95.93	11791441	4.07	1325

- 4) Approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2018- Management (ESOP 2018 - Management) to the employees of present and future Subsidiary Companies.

No. of votes cast	No. of votes in favour	% votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. of invalid votes
289993027	278231206	95.94	11760496	4.06	1325

The above resolution is declared as approved by requisite majority and the last date for receipt of Postal Ballot Forms/casting of votes by E-Voting i.e. Wednesday, 11th April, 2018 shall be considered as the date of passing of the said resolution.

For Thomas Cook (India) Limited



**Madhavan Menon**

Chairman and Managing Director  
(DIN: 00008542)

Place: Mumbai  
Date: 12th April, 2018



**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  
 Thomas Cook (India) Limited  
 Thomas Cook Building,  
 Dr. D. N. Road,  
 Fort, Mumbai - 400001

**Report of Scrutinizer**

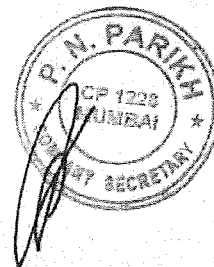
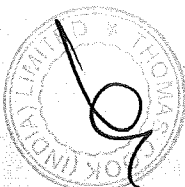
I, P.N.Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, having my office at 111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following Special Resolutions:

- (a) Approval of Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 - EXECOM) and issue of Employee Stock Options under the ESOP 2018 - EXECOM to the employees of the Company.
- (b) Approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 - EXECOM) to the employees of present and future Subsidiary Companies.
- (c) Approval of Thomas Cook Employees Stock Option Scheme 2018 - Management (ESOP 2018 - Management) and issue of Employee Stock Options under the ESOP 2018 - Management to the employees of the Company.
- (d) Approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2018- Management (ESOP 2018 - Management) to the employees of present and future Subsidiary Companies.

The shareholders of the company holding shares as on the "cut-off" date of March 02, 2018 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on Tuesday, March 13, 2018 at 09:00 a.m. (IST) and ended on Wednesday, April 11, 2018 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 in the presence of two witnesses who were not in the employment of the Company. Votes cast through Physical ballot forms received up to Wednesday, April 11, 2018 at 05:00 p.m. (IST) were also considered.



Contd...2



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I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and the physical ballot forms received respectively and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.

**(a) Special Resolution for Approval of Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 - EXECOM) and issue of Employee Stock Options under the ESOP 2018 - EXECOM to the employees of the Company.**

(i) Voted in favour of the resolution:

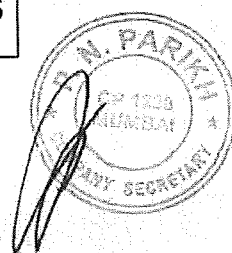
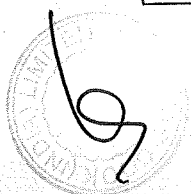
Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
154	27,82,01,031	95.93

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
61	1,17,91,491	4.07

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
7	1,155



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**(b) Special Resolution for Approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 - EXECOM) to the employees of present and future Subsidiary Companies.**

(i) Voted in favour of the resolution:

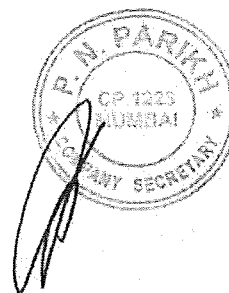
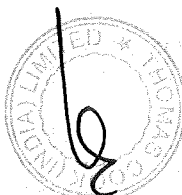
Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
155	27,82,32,061	95.94

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
59	1,17,60,441	4.06

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
8	1,175



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**(c) Special Resolution for Approval of Thomas Cook Employees Stock Option Scheme 2018 - Management (ESOP 2018 - Management) and issue of Employee Stock Options under the ESOP 2018 - Management to the employees of the Company.**

(i) Voted in favour of the resolution:

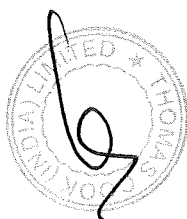
Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
151	27,82,00,261	95.93

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
61	1,17,91,441	4.07

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
9	1,325



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**(d) Special Resolution for Approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2018- Management (ESOP 2018 - Management) to the employees of present and future Subsidiary Companies.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
151	27,82,31,206	95.94

(ii) Voted against the resolution:

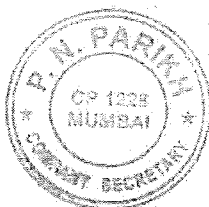
Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
61	1,17,60,496	4.06

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
9	1,325

Place: Mumbai

Dated: April 12, 2018



Signature:  
Name:

P.N.Parikh  
Scrutinizer

FCS: 327 CP: 1228

