Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400 001
Tel.: +91-22-6160 3333
Fax No.: +91-22-2287 1069

Thomas Cook Travel Smooth thomascook.in

A FAIRFAX Company

September 16th, 2014

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 500413
NCD Scrip Code: 949099
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
NCD Symbol: THC10.52
Fax No.: 2659 8237/38

Dear Sir/ Madam,

Sub: Disclosure of Voting Results of the Extraordinary General Meeting (EGM) of Thomas Cook (India) Limited held on September, 16th, 2014, as per the requirements of Clause 35A of the Listing Agreement

We are enclosing herewith the details of voting results of the Extraordinary General Meeting (EGM) of Thomas Cook (India) Limited held on September, 16th, 2014 at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020, as per Clause 35A of the Listing Agreement.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rules framed there under and also in terms of Clause 35B of the Listing Agreement for Equity, the Company provided its Members the facility for casting their votes electronically (e-Voting) or by Ballot, for the resolutions as set out in the Notice dated August 7th, 2014.

The Scrutinizer Mr. P. N. Parikh of M/s. Parikh & Associates submitted his report to the Chairman for declaration of results of the e-Voting and Ballot at the EGM which were accordingly declared item wise.

All items of business contained in the Notice of the EGM were approved by the shareholders.

This is for your information and record. We request you to acknowledge the same.

Thank you

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

R. R. Kenkare
President & Head – Legal & Company Secretary

Encl.: a/a

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DETAILS OF VOTING RIGHTS

As per the Clause 35A of the Listing Agreement, please find below the outcome of the Extraordinary General Meeting (EGM) of the Company held on September 16, 2014:-

Date of EGM:	**16th September, 2014**
Total Number of Shareholders on record date/ Book Closure	**27319**
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 **2** **42**
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	**Not Arranged**

AGENDA-WISE

Item Nos.	Details of Agenda:	Resolution required: (Ordinary/ Special)	Mode of Voting: (Show of hands/Poll/Postal Ballot/E-Voting	Remarks
1.	Appointment of Mr. M. K. Sharma as an Independent Director of the Company.	Ordinary	Ballot and E-Voting	Passed with requisite majority
2.	Appointment of Mr. Uday Khanna as an Independent Director of the Company.	Ordinary	Ballot and E-Voting	Passed with requisite majority
3.	Appointment of Mrs. Kishori Udeshi as an Independent Director of the Company.	Ordinary	Ballot and E-Voting	Passed with requisite majority
4.	Adoption of new set of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013.	Special	Ballot and E-Voting	Passed with requisite majority
5.	Approval for payment of Remuneration/ Commission to the Non-Executive Directors of the Company pursuant to Sections 197, 198 of the Companies Act, 2013.	Special	Ballot and E-Voting	Passed with requisite majority
6.	Approval for Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013	Special	Ballot and E-Voting	Passed with requisite majority
7.	Approval under Section 180(1)(a) for Creation of Charge/ Mortgage/ Providing of Securities on movable and immovable properties of the Company.	Special	Ballot and E-Voting	Passed with requisite majority
8.	Approval for issuance of secured/ unsecured redeemable non-convertible Debentures on private placement	Special	Ballot and E-Voting	Passed with requisite majority
9.	Approval for making investments exceeding the limits prescribed under Section 186 of the Companies Act, 2013.	Special	Ballot and E-Voting	Passed with requisite majority
10.	Approval for variation in terms and conditions of appointment in relation to remuneration of Mr. Madhavan Menon, Managing Director pursuant to Section 196, 197 and other applicable provisions of the Companies Act, 2013.	Special	Ballot and E-Voting	Passed with requisite majority

In case of Poll/ Postal Ballot/ E-voting: **Ballot and E-voting**

SPECIAL BUSINESS:

Resolution 1: Appointment of Mr. M. K. Sharma as an Independent Director of the Company.
Resolution required: Ordinary

Promoter/Public	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	185653725	185653725	100	185653725	0.00	100	0.00
Public Institutional holders	30025860	1350277	4.5	1350277	0.00	100	0.00
Public-Others	38437800	504169	1.31	504049	120	99.98	0.02
Total	**254117385**	**187508171**	**73.79**	**187508051**	**120**	**100***	**0**

* rounded off

Resolution 2: Appointment of Mr. Uday Khanna as an Independent Director of the Company.
Resolution required: Ordinary

Promoter/Public	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	185653725	185653725	100	185653725	0	100	0
Public Institutional holders	30025860	1350277	4.5	1350277	0	100	0
Public-Others	38437800	504419	1.31	504299	120	99.98	0.02
Total	**254117385**	**187508421**	**73.79**	**187508301**	**120**	**100***	**0**

* rounded off

Resolution 3: Appointment of Mrs. Kishori Udeshi as an Independent Director of the Company.
Resolution required: Ordinary

Promoter/Public	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	185653725	185653725	100	185653725	0	100	0
Public Institutional holders	30025860	1350277	4.5	1350277	0	100	0
Public-Others	38437800	504419	1.31	504309	110	99.98	0.02
Total	**254117385**	**187508421**	**73.79**	**187508311**	**110**	**100***	**0**

* rounded off

Resolution 4: Adoption of new set of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013.
Resolution required: Special

Promoter/Public	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	185653725	185653725	100	185653725	0	100	0
Public Institutional holders	30025860	1350277	4.5	1350277	0	100	0
Public-Others	38437800	504519	1.31	504269	250	99.95	0.05
Total	**254117385**	**187508521**	**73.79**	**187508271**	**250**	**100***	**0**

* rounded off

Resolution 5: Approval for payment of Remuneration/ Commission to the Non-Executive Directors of the Company pursuant to Sections 197, 198 of the Companies Act, 2013.
Resolution required: Special

Promoter/Public	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	185653725	185653725	100	185653725	0	100	0
Public Institutional holders	30025860	1350277	4.5	1350277	0	100	0
Public-Others	38437800	502118	1.31	495498	6620	98.68	1.32
Total	**254117385**	**187506120**	**73.79**	**187499500**	**6620**	**100***	**0**

* rounded off

Resolution 6: Approval for Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013
Resolution required: Special

Promoter/Public	**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	185653725	185653725	100	185653725	0	100	0
Public Institutional holders	30025860	1350277	4.5	1350277	0	100	0
Public-Others	38437800	504169	1.31	491709	12460	97.53	2.47
Total	**254117385**	**187508171**	**73.79**	**187495711**	**12460**	**99.99**	**0.01**

* rounded off

Resolution 7: Approval under Section 180(1)(a) for Creation of Charge/ Mortgage/ Providing of Securities on movable and immovable properties of the Company.
Resolution required: Special

Promoter/Public	**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	185653725	185653725	100	185653725	0	100	0
Public Institutional holders	30025860	1350277	4.5	1350277	0	100	0
Public-Others	38437800	504319	1.31	498269	6050	98.8	1.2
Total	**254117385**	**187508321**	**73.79**	**187502271**	**6050**	**100***	**0**

* rounded off

Resolution 8: Approval for issuance of secured/ unsecured redeemable non-convertible Debentures on private placement
Resolution required: Special

Promoter/Public	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	185653725	185653725	100	185653725	0	100	0
Public Institutional holders	30025860	1350277	4.5	1350277	0	100	0
Public-Others	38437800	504319	1.31	495409	8910	98.23	1.77
Total	**254117385**	**187508321**	**73.79**	**187499411**	**8910**	**100***	**0**

* rounded off

Resolution 9: Approval for making investments exceeding the limits prescribed under Section 186 of the Companies Act, 2013.
Resolution required: Special

Promoter/Public	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	185653725	185653725	100	185653725	0	100	0
Public Institutional holders	30025860	1350277	4.5	430600	919677	31.89	68.11
Public-Others	38437800	504319	1.31	491419	12900	97.44	2.56
Total	**254117385**	**187508321**	**73.79**	**186575744**	**932577**	**99.5**	**0.5**

* rounded off

Resolution 10: Approval for variation in terms and conditions of appointment in relation to remuneration of Mr. Madhavan Menon, Managing Director pursuant to Section 196, 197 and other applicable provisions of the Companies Act, 2013.
Resolution required: Special

Promoter/Public	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	185653725	185653725	100	185653725	0	100	0
Public Institutional holders	30025860	1350277	4.5	1350277	0	100	0
Public-Others	38437800	504419	1.31	503199	1220	99.76	0.24
Total	**254117385**	**187508421**	**73.79**	**187507201**	**1220**	**100***	**0**
* rounded off							

for **Thomas Cook (India) Limited**

R. R. Kenkare
President & Head – Legal & Company Secretary

16th September, 2014