

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



Travel Smooth
thomascook.in

A FAIRFAX Company

31st January, 2017

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 500413
NCRPS Scrip Code: 715022
NCD Scrip Code: 949099, 952673, 952674, 952675

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
NCRPS Scrip Code: Thomas Cook CRNCPS 8.50% 2022
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.: 2659 8237/38

Dear Sir/ Madam,

Sub: Discourse 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 13th December, 2016

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 result of Postal Ballot by Chairman and Managing Director: Annexure - II
3. Scrutinizer's Report: Annexure - III

You are requested to take the above 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

Company Name	Thomas Cook (India) Limited
Date of the Postal Ballot: Notice of Postal Ballot dated 13th December, 2016 (voting period started on Thursday, 29th December, 2016 at 9.00 a.m. and ended on Friday, 27th January, 2017 at 5.00 p.m.)	
Total number of shareholders on record date	48729
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable

Authority to the Board of Director to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures, in one or more tranches, on private placement basis

Resolution required: (Ordinary/ Special)				Special				
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 $(3) = [(2)/(1)] * 100$	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 $(7) = [(5)/(2)] * 100$
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00
	Poll	248153725	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	248153725	0	0.00	0	0	0.00	0.00
	Total	248153725	248153725	100.00	248153725	0	100.00	0.00
Public - Institutions	E-Voting	67374081	48308347	71.70	48308347	0	100.00	0.00
	Poll	67374081	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	67374081	0	0.00	0	0	0.00	0.00
	Total	67374081	48308347	71.70	48308347	0	100.00	0.00
Public-Non Institutions	E-Voting	51148795	123785	0.24	110844	12941	89.55	10.45
	Poll	51148795	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	51148795	93673	0.18	93257	416	99.56	0.44
	Total	51148795	217458	0.43	204101	13357	93.86	6.14
Total	E-Voting	366676601	296585857	80.88	296572916	12941	100.00	0.00
	Poll	366676601	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	366676601	93673	0.03	93257	416	99.56	0.44
	Total	366676601	296679530	80.91	296666173	13357	100.00	0.00



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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 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 Thursday, 29th December, 2016 at 9.00 a.m. and ended on Friday, 27th January, 2017 at 5.00 p.m.

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

Based on the Scrutinizer's report dated 31st January, 2017, I the undersigned, hereby declare that the resolution contained in the notice of Postal Ballot dated 13th December, 2016, have been passed with requisite majority as per the details given below:

Authority to the Board of Directors to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures, in one or more tranches, on private placement basis

No. of valid votes polled	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
296679530	296666173	100.00	13357	0.00	8840

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. Friday, 27th January, 2017 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: 31st January, 2017

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

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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

January 31, 2017

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

Kind Attn: Mr. Amit J. Parekh

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution to give authority to the Board of Directors to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures, in one or more tranches, on private placement basis.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the National Securities Depository Limited ('NSDL') e-voting system in respect of the said resolution.

I hope you will find the above in order.

Thanking you.



Yours faithfully,

P. N. Parikh
Parikh & Associates

Encl.: As above.

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, Practicing Company Secretaries, having my office at 111, 11th Floor, SaiDwar 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 Special Resolution to give authority to the Board of Directors to offer, invite subscriptions for secured or unsecured, redeemable Non Convertible Debentures, in one or more tranches, on private placement basis.

The shareholders of the company holding shares as on the "cut-off" date of December 16, 2016 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on Thursday, December 29, 2016 at 09:00 a.m. (IST) and ended on Friday, January 27, 2017 at 05:00 p.m. (IST) and the National Securities Depository Limited ('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 Friday, 27th January, 2017 at 05:00 p.m. (IST) were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited ('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 Resolution.

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Special Resolution to give authority to the Board of Directors to offer, invite subscriptions 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 through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
295	29,66,66,173	100.00 (Rounded Off)

(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
22	13,357	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
10	8,840



Place: Mumbai

Dated: January 31, 2017



Signature:
Name:

P. N. Parikh
P. N. Parikh
Scrutinizer
FCS: 327 CP: 1228