**Thomas Cook (India) Ltd.**
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400 001
Board: +91-22-6160 3333

A FAIRFAX Company

Thomas Cook Travel Smooth thomascook.in

A FAIRFAX Company

14th, January 2015

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 ISIN: INE332A08014**
Fax No.: 2659 8237/38

Dear Sir/ Madam,

**Sub: Disclosure of Voting Results of the Court Convened Meeting of Equity Shareholders of Thomas Cook (India) Limited held on 13th January 2015, as per the requirements of Clause 35A of the Listing Agreement**

We are enclosing herewith the details of voting results of the Court Convened Meeting (CCM) of Equity Shareholders of Thomas Cook (India) Limited held on 13th January, 2015 at Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, next to Sachivalaya Gymkhana, Mumbai – 400 021, Maharashtra, as per Clause 35A of the Listing Agreement.

The said meeting was held in compliance with the Order dated 12th December, 2014, passed by the Hon'ble High Court of Judicature at Bombay in Company Application No.CSD/891/2014, The Chairman of the meeting called for a poll and appointed Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries and Mr. Urbano James Pereira, a shareholder of the company to act as Scrutinizers.

The Scrutinizers submitted their report to the Chairman for declaration of results of the poll which are also enclosed along with the Chairman's declaration.

The sole item of business contained in the Notice of the CCM was approved by the shareholders by requisite majority.

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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## RESULT OF THE COURT CONVENED MEETING

Pursuant to the order dated 12th December, 2014 passed by the Hon'ble High Court of Judicature at Bombay, in Company Application No.CSD/891/2014, the Court Convened Meeting of equity shareholders of the Company was held on Tuesday, 13th January, 2015 at 3.30 p.m. at Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021, in respect of the following matter:

**Approval of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited ("SHRIL"), Thomas Cook Insurance Services (India) Limited ("TCIS") and Thomas Cook (India) Limited (the "Company" or TCIL) and their respective shareholders and creditors ("Scheme")**

Mr. P. N. Parikh of M/s. Parikh & Associates, Company Secretary in whole-time practice and Mr. Urbano James Pereira, a shareholder of the Company, Scrutinizers appointed for the purpose have submitted their report. Accordingly, the following is the result of the poll:

| Particulars | Approval of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited ("SHRIL"), Thomas Cook Insurance Services (India) Limited ("TCIS") and Thomas Cook (India) Limited (the "Company" or TCIL) and their respective shareholders and creditors ("Scheme") | | |
|---|---|---|---|
| | No. of ballots | No. of shares | Percent |
| | | | |
| TOTAL RECEIVED | 121 | 192545152 | |
| | | | |
| Less: Invalid | 6 | 7730 | |
| | | | |
| Valid | 115 | 192537422 | 100 |
| - Assent | 111 | 192537190 | 99.9999 |
| - Dissent | 4 | 232 | 0.0001 |

The above Resolution is declared as approved by requisite majority.

**Place: Mumbai**
**Date: 14.01.2015**

**Madhavan Menon**
**Chairman appointed for the meeting**



**Registered Office:** Thomas Cook (India) Ltd. 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 (India) Ltd.**
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## DETAILS OF VOTING RIGHTS

As per the Clause 35A of the Listing Agreement, please find below the outcome of the Court Convened Meeting (CCM) of the equity shareholders of the Company held on January13, 2015:-

| | |
|---|---|
| Date of the Court Convened Meeting: | 13thJanuary, 2015 |
| Total Number of Shareholders on record date/ Book Closure | 28608 |
| No. of shareholders present in the meeting either in person or through proxy:<br><br>Promoters and Promoter Group:<br><br>Public: | 127<br><br>2<br><br>125 |
| No. of shareholders attended the meeting through Video Conferencing<br><br>Promoters and Promoter Group:<br><br>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. | Approval of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited ("SHRIL"), Thomas Cook Insurance Services (India) Limited("TCIS") and Thomas Cook (India) Limited (the "Company" or TCIL) and their respective shareholders and creditors (""Scheme) | Special Majority | Poll | - |



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

**SPECIAL BUSINESS:**

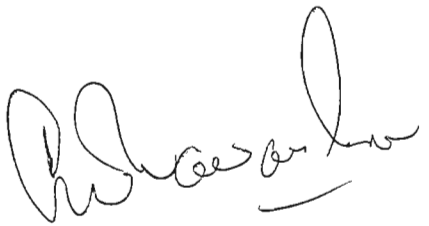
**Resolution :**Approval of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited ("SHRIL"), Thomas Cook Insurance Services (India) Limited("TCIS") and Thomas Cook (India) Limited (the "Company" or TCIL) and their respective shareholders and creditors (""Scheme)
**Resolution required:**Special Majority
**Mode of voting**: Poll

| 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 | 33292692 | 5763916 | 17.31 | 5763916 | 0 | 100 | 0 |
| Public-Others | 35505170 | 1119781 | 3.15 | 1119549 | 232 | 99.98 | 0.02 |
| **Total** | **254451587** | **192537422** | **75.67** | **192537190** | **232** | **100** | 0 |

The above Resolution has been approved with requisite majority.

**Place: Mumbai**

**Date: 14th January, 2015**



**Madhavan Menon**
**Chairman appointed for the Meeting**

FORM NO. MGT-13

Report of Scrutinizers

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Madhavan Menon
Chairman appointed by the Hon'ble High Court of Judicature
At Bombay for the Meeting of Equity Shareholders of
Thomas Cook (India) Limited
Thomas Cook Building, Dr. D.N. Road,
Fort, Mumbai – 400 001.

The Court Convened Meeting of the Equity Shareholders of Thomas Cook (India) Limited held on Tuesday, January 13, 2015 at 3:30 p.m.at Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, next to Sachivalaya Gymkhana, Mumbai – 400 021.

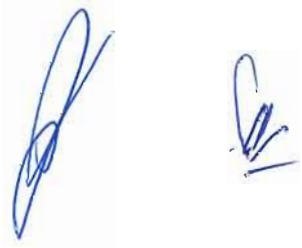
Dear Sir,

We, P.N.Parikh of M/s Parikh &Associates, Practising Company Secretaries and Mr. Urbano James Pereira, shareholder of the Company, appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution, at the Court Convened Meeting of the Equity Shareholders of Thomas Cook (India) Limited, held on Tuesday, January 13, 2015 at 3:30 p.m. at Yashwantrao Chavan Pratishthan Auditorium, General Jagannath Bhosale Marg, next to Sachivalaya Gymkhana, Mumbai – 400 021, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in our presence with due identification marks placed by us.

2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

**RESOLUTION:**

**"RESOLVED THAT,**

(i) pursuant to Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956, Section 52 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 or the provisions of Companies Act, 2013, as applicable;

(ii) pursuant to the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;

(iii) pursuant to the observation letters of the BSE Limited and National Stock Exchange of India Limited, each dated July 23, 2014 in terms of the listing agreements entered into with the stock exchanges, where the shares of the Company are listed and the Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013, Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 and Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, issued by the SEBI;

(iv) subject to the listing agreements entered into with the stock exchanges, where the shares of the Company are listed;

(v) subject to the approval of the Hon'ble High Court of Judicature at Bombay and the Hon'ble High Court of Judicature at Madras; and

(vi) subject to any other approvals, consent, or permissions, as may be required, under applicable laws,

The demerger and transfer of the entire business division and undertaking of SHRIL engaged in time share and resort business to TCIS and the amalgamation of SHRIL with its residual business with the Company as embodied in the Scheme between the Company, TCIS, and SHRIL and their respective shareholders and creditors be and is hereby approved.

**RESOLVED FURTHER THAT**, pursuant to the relevant applicable provisions of the Companies Act, 1956 and Companies Act, 2013, and subject to the approval of the Hon'ble High Court of Judicature of Bombay and the Hon'ble High Court of Judicature at Madras and without the need for passing separate resolutions, the approval of the Company be and is hereby also accorded to the change in the Capital Clause of the Memorandum and Articles of Association of the Company, the issuance of shares by the Company, as contemplated in the Scheme.

**FURTHER RESOLVED THAT**, the Board of Directors (which includes any committee thereof) of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as are considered requisite or necessary to effectively implement the arrangement as embodied in the Scheme and to accept such modifications and/or conditions, if any, which may be required and/or imposed by the SEBI, the stock exchanges, where the equity shares of the Company are listed, the Hon'ble High Court of Judicature at Bombay and the Hon'ble High Court of Judicature at Madras and/or by any other authority, while sanctioning the arrangement as embodied in the Scheme."

(i) Voted in favour of the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 111 | 19,25,37,190 | 99.9999 |

(ii) Voted against the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 4 | 232 | 0.0001 |

(iii) Invalid votes:

| Total number of members ( in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 6 | 7,730 |





5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

**Scrutinizer (1)**

**Name : Mr. P.N. Parikh**

**Practising Company Secretary**

FCS: 327 CPNo.:1228

111,11th Floor, SaiDwar CHS Ltd,

Sab TV Lane, OppLaxmiIndl Estate,

Off Link Road, Andheri West,

Mumbai - 400053

**Scrutinizer (2)**

**Name: Mr. Urbano James Pereira**

**Shareholder**

Folio No : TKU0000001

9/D 302, Laxmi Ratan CHSL

Ratan Nagar, Four Bunglows

Andheri (West)

Mumbai - 400053

Place: Mumbai

Dated: January 13, 2015