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

21st October, 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 ISIN: INE332A08014
Fax No.: 2659 8237/38

Dear Sir,

Sub: Statement and Result of Postal Ballot

This is to inform you that, pursuant to the Notice to the Shareholders dated 7th August, 2014, the Postal Ballot exercise for the approval of below resolution (through physical as well as e-voting mode) has ended and the Scrutinizer, Mr. P. N. Parikh of M/s. Parikh & Associates, Company Secretary in whole-time practice, has submitted his report dated October 20, 2014 on the same.

1. For approval of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited and Thomas Cook Insurance Services (India) Limited and Thomas Cook (India) Limited.

The above Resolution was approved by the Shareholders by requisite majority.

Please find enclosed herewith:
1. Declaration of the result of Postal Ballot;
2. Statement required to be submitted to the Stock Exchanges under Clause 35A of the Listing Agreement and
3. Copy of the report of the Scrutinizer.

This is for the information of the Exchange and its members and for record. Kindly acknowledge receipt.

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

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

Encl. a/a

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RESULT OF THE POSTAL BALLOT

In terms of the resolution passed by the Board of Directors on August 7, 2014, the Company conducted a Postal Ballot under Section 110 of the Companies Act, 2013 read with Circulars bearing No. CIR/CFD/DIL/5/2013 dated February 4, 2013, CIR/CFD/DIL/8/2013 dated May 21, 2013 and CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, issued by the Securities and Exchange Board of India and rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, in respect of the following matter:

Approval of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited and Thomas Cook Insurance Services (India) Limited and Thomas Cook (India) Limited.

Mr. P. N. Parikh of M/s. Parikh & Associates, Company Secretary in whole-time practice, Scrutinizer appointed by the Board has submitted his report. Accordingly, the following is the result of the postal ballot (physical as well as E-voting):

Particulars	Approval of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited and Thomas Cook Insurance Services (India) Limited and Thomas Cook (India) Limited.		
	No. of ballots forms/ e-votes	No. of shares	Percent
TOTAL RECEIVED	275	198675888	
Less: Invalid	14	185655146	
Valid	261	13020742	100
- Assent	250	13020021	99.99
- Dissent	11	721	0.01

The above Resolution has, therefore, been approved by the Public Shareholders (other than Promoters and Promoters Group) with requisite majority.

Managing Director

Place: Mumbai
Date: 21.10.2014

Thomas Cook (India) Ltd.
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Fort, Mumbai - 400 001
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STATEMENT CONTAINING DETAILS REGARDING THE VOTING RESULTS IN THE PRESCRIBED FORMAT PERTAINING TO POSTAL BALLOT RESULTS DECLARED ON 21ST OCTOBER, 2014

Date of declaration of Postal Ballot Results	**21ST October, 2014**
Total Number of Shareholders on Record Date/ Book Closure	Record Date: **5th September, 2014** No. Of Shareholders: **27313**
No. of shareholders present in the meeting either in person or through proxy: (i) Promoters and Promoter Group: (ii) Public:	 **N.A.** **N.A.**
No. of shareholders attended the meeting through Video Conferencing (i) Promoters and Promoter Group: (ii) Public:	 **N.A.** **N.A.**

Details of Agenda/ Item

Agenda Item No.1: Approval of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited and Thomas Cook Insurance Services (India) Limited and Thomas Cook (India) Limited.

Resolution required: Only votes casted by public shareholders are taken for below voting results, in accordance with the Circulars No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by Securities and Exchange Board of India.

Mode of Voting: **Postal Ballot (Physical as well as E-voting)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% 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
Promoter and Promoter Group	185653725	0	0	0	0	0	0
Public Institutional holders	29987726	6681969	22.28	6681969	0	100	0
Public-Others	38475934	6338773	16.47	6338052	721	99.99	0.01
Total	254117385	13020742	5.12	13020021	721	99.99	0.01

The above resolution has been approved by the Public shareholders (other than Promoters and Promoters Group) with requisite majority.

Place: Mumbai

Date: 21.10.2014

Managing Director

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

October 20, 2014

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

Kind Attn: Mr. R. R. Kenkare

Sub. : Postal Ballot

Dear Sir,

I refer to the resolution passed by the Board of Directors of Thomas Cook (India) Limited on August 07, 2014 in respect of my appointment as Scrutinizer to conduct the postal ballot process in respect of the Resolution for approval of the composite scheme of arrangement and amalgamation between Sterling Holiday Resorts (India) Limited and Thomas Cook Insurance Services (India) Limited and Thomas Cook (India) Limited.

I now enclose the following:

a) My report to the Chairman of the Company on the result of the voting by postal ballots received in physical form and electronic mode from public shareholders as per SEBI circulars dated 4th February, 2013 and 21st May, 2013 in respect of the resolution for approval of the composite scheme of arrangement and amalgamation as stated above.

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 NSDL e-voting system by public shareholders in respect of the said resolution for approval of the composite scheme of arrangement and amalgamation.

I hope you will find the above in order.

Thanking you.

P. N. PARIKH CP 1228 MUMBAI COMPANY SECRETARY

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, Company Secretary in whole time practice, having my office at 111, 11th 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 by the Board of Directors of the Company to conduct the postal ballot process in respect of the Resolution for approval of the composite scheme of arrangement and amalgamation between Sterling Holiday Resorts (India) Limited and Thomas Cook Insurance Services (India) Limited and Thomas Cook (India) Limited pursuant to the Notice dated August 07, 2014 issued under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I have scrutinized the poll papers, reviewed the e-voting process, and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules.

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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Contd...2

P. N. PARIKH
COMPANY SECRETARY
MUMBAI

Voting Results of the Public Shareholders (other than Promoters and Promoters Group) who cast their vote in physical and e-voting in terms of Securities and Exchange Board of India ("SEBI") Circular CIR/CFD/DIL/5/2013 dated 4th February, 2013 and Circular CIR/CFD/DIL/8/2013 dated 21st May 2013 on the Resolution for approval of the composite scheme of arrangement and amalgamation between Sterling Holiday Resorts (India) Limited and Thomas Cook Insurance Services (India) Limited and Thomas Cook (India) Limited

(i) Voted in favour of the resolution:

	Number of Members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	146	1,15,91,325	--
Physical Postal Ballot Forms	104	14,28,696	--
Total	250	1,30,20,021	99.99

(ii) Voted against the resolution:

	Number of Members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	7	401	--
Physical Postal Ballot Forms	4	320	--
Total	11	721	0.01

(iii) Invalid votes:

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	3	18,56,53,726
Physical Postal Ballot Forms	11	1,420
Total	14	18,56,55,146

P. N. PARIKH * CP 1228 * MUMBAI COMPANY SECRETARY

Signature

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

Place: Mumbai

Dated: October 20, 2014