Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717
A FAIRFAX Company

Thomas Cook Travel Smooth thomascook.in

27th September, 2018

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 500413

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

Fax No.: 2659 8237/38

Sub: Regulation 30 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Proceedings and details of the voting results of the 41st Annual General Meeting.

Dear Sir/ Madam,

With regard to the 41st Annual General Meeting of the Company held today, we are enclosing herewith following:

(1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – A**.
(2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – B**.
(3) Report of Scrutinizer dated 27th September, 2018, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20of the Companies (Management and Administration) Rules, 2014, as amended, as **Annexure - C**.

This is for your information and records.

Thank you,

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

AMIT JYOTINDRA PAREKH
Digitally signed by AMIT JYOTINDRA PAREKH
Date: 2018.09.27 21:54:08 +05'30'

Amit J. Parekh
Company Secretary and Compliance Officer

Encl.: a/a

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ANNEXURE A:

Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Date of AGM: 27th September, 2018

AGENDA-WISE

Item Nos.	Details of Agenda:	Resolution required: (Ordinary/ Special)	Mode of Voting: (Show of hands/Poll*/Postal Ballot/E-Voting	Result
1.	To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statements for the financial year ended 31st March, 2018 together with the Report of the Auditors thereon.	Ordinary	Poll, E-Voting	The resolution was passed with requisite majority
2.	To declare Dividend on Equity Shares of Re.1/- each for the financial year ended 31st March, 2018.	Ordinary	Poll, E-Voting	The resolution was passed with requisite majority
3.	To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Poll, E-Voting	The resolution was passed with requisite majority
4.	To consider and determine the amount of fees to be charged for service of documents from member(s).	Ordinary	Poll, E-Voting	The resolution was passed with requisite majority
5.	Approval for confirmation of appointment of Mrs. Kishori Udeshi (DIN:01344073) pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018	Special	Poll, E-Voting	The resolution was passed with requisite majority
6.	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.	Special	Poll, E-Voting	The resolution was passed with requisite

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Item Nos.	Details of Agenda:	Resolution required: (Ordinary/ Special)	Mode of Voting: (Show of hands/Poll*/Postal Ballot/E-Voting	Result
				majority
7.	Appointment of Mr. Mahesh Iyer (DIN:07560302) as a Director of the Company.	Ordinary	Poll, E-Voting	The resolution was passed with requisite majority
8.	Appointment of Mr. Mahesh Iyer (DIN:07560302) as an Executive Director and Chief Executive Officer of the Company.	Special	Poll, E-Voting	The resolution was passed with requisite majority

** Tablet Voting Facility provided at the venue of the AGM.*

For Thomas Cook (India) Limited

AMIT JYOTINDRA PAREKH
Digitally signed by AMIT JYOTINDRA PAREKH
Date: 2018.09.27 21:54:37 +05'30'

Amit J. Parekh
Company Secretary and Compliance Officer

THOMAS COOK (INDIA) LIMITED

Resolution (1)

Total number of shareholders on record date (20th September, 2018)	**59685**
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** **Public:**	 **3** **82**
No. of Shareholders attended the meeting through Video Conferencing **Promoters and Promoter Group:** **Public:**	 **NA**

Resolution required: (Ordinary / Special)	ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statements for the financial year ended 31st March, 2018 together with the Report of the Auditors thereon.

	Promoter/Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		248153725	100.00	248153725	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	75137102	29552542	39.33	29524552	27990	99.91	0.09	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		29552542	39.33	29524552	27990	99.91	0.09	0
3	Public-Others	E-Voting	47132682	42384	0.09	42339	45	99.89	0.11	0
		Poll		1943148	4.12	1943028	120	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1985532	4.21	1985367	165	99.99	0.01	0
	Total	E-Voting		277748651	74.98	277720616	28035	99.99	0.01	0
		Poll		1943148	0.52	1943028	120	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total	**370423509**	**279691799**	**75.51**	**279663644**	**28155**	**99.99**	**0.01**	**0**



THOMAS COOK (INDIA) LIMITED

Resolution (2)

Total number of shareholders on record date (20th September, 2018)	59685
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** **Public:**	 3 82
No. of Shareholders attended the meeting through Video Conferencing **Promoters and Promoter Group:** **Public:**	 NA

Resolution required: (Ordinary / Special)	ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

To declare Dividend on Equity Shares of Re.1/- each for the financial year ended 31st March, 2018.

	Promoter/Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		248153725	100.00	248153725	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	75137102	62777621	83.55	62777621	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		62777621	83.55	62777621	0	100.00	0.00	0
3	Public-Others	E-Voting	47132682	42384	0.09	41898	486	98.85	1.15	0
		Poll		1943148	4.12	1943028	120	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1985532	4.21	1984926	606	99.97	0.03	0
	Total	E-Voting		310973730	83.95	310973244	486	100.00	0.00	0
		Poll		1943148	0.52	1943028	120	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total	**370423509**	**312916878**	**84.48**	**312916272**	**606**	**100.00**	**0.00**	**0**



THOMAS COOK (INDIA) LIMITED

Resolution (3)

Total number of shareholders on record date (20th September, 2018)	**59685**
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** **Public:**	 **3** **82**
No. of Shareholders attended the meeting through Video Conferencing **Promoters and Promoter Group:** **Public:**	 **NA**

Resolution required: (Ordinary / Special)	ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation, and being eligible, offers himself for re-appointment.

	Promoter/Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		248153725	100.00	248153725	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	75137102	53303501	70.94	45694566	7608935	85.73	14.27	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		53303501	70.94	45694566	7608935	85.73	14.27	0
3	Public-Others	E-Voting	47132682	42334	0.09	42026	308	99.27	0.73	0
		Poll		1943148	4.12	1942928	220	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1985482	4.21	1984954	528	99.97	0.03	0
	Total	E-Voting		301499560	81.39	293890317	7609243	97.48	2.52	0
		Poll		1943148	0.52	1942928	220	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total	**370423509**	**303442708**	**81.92**	**295833245**	**7609463**	**97.49**	**2.51**	**0**

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THOMAS COOK (INDIA) LIMITED
Resolution (4)

Total number of shareholders on record date (20th September, 2018)	**59685**
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** **Public:**	 **3** **82**
No. of Shareholders attended the meeting through Video Conferencing **Promoters and Promoter Group:** **Public:**	 **NA**

Resolution required: (Ordinary / Special)	ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

To consider and determine the amount of fees to be charged for Service of documents from member(s)

	Promoter/Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		248153725	100.00	248153725	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	75137102	53843445	71.66	52743752	1099693	97.96	2.04	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		53843445	71.66	52743752	1099693	97.96	2.04	0
3	Public-Others	E-Voting	47132682	42384	0.09	41802	582	98.63	1.37	0
		Poll		1943148	4.12	1942928	220	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1985532	4.21	1984730	802	99.96	0.04	0
	Total	E-Voting		302039554	81.54	300939279	1100275	99.64	0.36	0
		Poll		1943148	0.52	1942928	220	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total	**370423509**	**303982702**	**82.06**	**302882207**	**1100495**	**99.64**	**0.36**	**0**



THOMAS COOK (INDIA) LIMITED

Resolution (5)

Total number of shareholders on record date (20th September, 2018)	59685
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** **Public:**	 3 82
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 confirmation of appointment of Mrs. Kishori Udeshi (DIN: 01344073) pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

	Promoter/Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		248153725	100.00	248153725	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	75137102	62777621	83.55	61768275	1009346	98.39	1.61	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		62777621	83.55	61768275	1009346	98.39	1.61	0
3	Public-Others	E-Voting	47132682	42384	0.09	42096	288	99.32	0.68	0
		Poll		1943148	4.12	1943028	120	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1985532	4.21	1985124	408	99.98	0.02	0
	Total	E-Voting	370423509	310973730	83.95	309964096	1009634	99.68	0.32	0
		Poll		1943148	0.52	1943028	120	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total	**370423509**	**312916878**	**84.48**	**311907124**	**1009754**	**99.68**	**0.32**	**0**



THOMAS COOK (INDIA) LIMITED

Resolution (6)

Total number of shareholders on record date (20th September, 2018)	59685
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** **Public:**	 3 82
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

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.

	Promoter/Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		248153725	100.00	248153725	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	75137102	62777621	83.55	62429621	348000	99.45	0.55	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		62777621	83.55	62429621	348000	99.45	0.55	0
3	Public-Others	E-Voting	47132682	42379	0.09	41980	399	99.06	0.94	0
		Poll		1943148	4.12	1942928	220	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1985527	4.21	1984908	619	99.97	0.03	0
	Total	E-Voting		310973725	83.95	310625326	348399	99.89	0.11	0
		Poll		1943148	0.52	1942928	220	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total	**370423509**	**312916873**	**84.48**	**312568254**	**348619**	**99.89**	**0.11**	**0**



THOMAS COOK (INDIA) LIMITED

Resolution (7)

Total number of shareholders on record date (20th September, 2018)	**59685**
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** **Public:**	 **3** **82**
No. of Shareholders attended the meeting through Video Conferencing **Promoters and Promoter Group:** **Public:**	 **NA**

Resolution required: (Ordinary / Special)	ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Appointment of Mr Mahesh Iyer (DIN: 07560302) as a Director of the Company.

	Promoter/Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		248153725	100.00	248153725	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	75137102	62777621	83.55	62777621	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		62777621	83.55	62777621	0	100.00	0.00	0
3	Public-Others	E-Voting	47132682	42341	0.09	30895	11446	72.97	27.03	0
		Poll		1943148	4.12	1942928	220	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1985489	4.21	1973823	11666	99.41	0.59	0
	Total	E-Voting		310973687	83.95	310962241	11446	100.00	0.00	0
		Poll		1943148	0.52	1942928	220	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total	**370423509**	**312916835**	**84.48**	**312905169**	**11666**	**100.00**	**0.00**	**0**



THOMAS COOK (INDIA) LIMITED

Resolution (8)

Total number of shareholders on record date (20th September, 2018)	**59685**
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** **Public:**	 **3** **82**
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

Appointment of Mr Mahesh Iyer (DIN: 07560302) as an Executive Director and Chief Executive Officer of the Company.

	Promoter/Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		248153725	100.00	248153725	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	75137102	62683621	83.43	62460294	223327	99.64	0.36	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		62683621	83.43	62460294	223327	99.64	0.36	0
3	Public-Others	E-Voting	47132682	42384	0.09	33897	8487	79.98	20.02	0
		Poll		1943148	4.12	1943028	120	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1985532	4.21	1976925	8607	99.57	0.43	0
	Total	E-Voting		310879730	83.93	310647916	231814	99.93	0.07	0
		Poll		1943148	0.52	1943028	120	99.99	0.01	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total	**370423509**	**312822878**	**84.45**	**312590944**	**231934**	**99.93**	**0.07**	**0**



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

Dear Sir,

Sub:Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through e-voting systemat the 41st Annual General Meeting of Thomas Cook (India) Limited held at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020 on Thursday, September 27, 2018 at 3.30 p.m.

I, P. N. Parikh, of M/s. Parikh& Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Thomas Cook (India) Limitedpursuant to Section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies(Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 41st Annual General Meeting (AGM) of Thomas Cook (India) Limitedon Thursday, September 27, 2018 at 3.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting processat the said AGM held onSeptember 27, 2018.

The notice dated May 29, 2018 along with statement setting out material facts under Section 102 of the Actas confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.

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The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting through e-voting system to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date Thursday,September 20, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Monday, September 24, 2018 at 09:00 a.m. (IST) and ended on Wednesday, September 26, 2018 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through e-voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

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.I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through e-voting system at the venue of the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through e-voting system at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through e-voting system at the AGM in respect of the said resolutions.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statements for the financial year ended March 31, 2018 together with the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
222	27,96,63,644	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	28,155	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.

Resolution 2: Ordinary Resolution

To declare Dividend on Equity Shares of Re.1/- each for the financial year ended March 31, 2018.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
233	31,29,16,272	100.00 (Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	606	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
180	29,58,33,245	97.49

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
55	76,09,463	2.51

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.

PARIKH & ASSOCIATES * COMPANY SECRETARIES * MUMBAI

Resolution 4: Ordinary Resolution

To consider and determine the amount of fees to be charged for service of documents from member(s).

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
221	30,28,82,207	99.64

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
16	11,00,495	0.36

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.

P. RIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 5: Special Resolution

Approval for confirmation of appointment of Mrs. Kishori Udeshi (DIN: 01344073) pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
218	31,19,07,124	99.68

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
20	10,09,754	0.32

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.

PARIKH & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

Resolution 6: Special Resolution

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	Number of valid votes cast by them	% of total number of valid votes cast
219	31,25,68,254	99.89

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
18	3,48,619	0.11

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.



Resolution 7: Ordinary Resolution

Appointment of Mr. Mahesh Iyer (DIN: 07560302) as a Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
228	31,29,05,169	100.00 (Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	11,666	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.

PARIKH & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

Resolution 8: Special Resolution

Appointment of Mr. Mahesh Iyer (DIN:07560302) as Executive Director and Chief Executive Officer of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
226	31,25,90,944	99.93

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	2,31,934	0.07

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.

Thanking you,
Yours faithfully,

PARIKH & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

MADHAVAN KARUNAKARAN MENON

Digitally signed by MADHAVAN KARUNAKARAN MENON
Date: 2018.09.27 21:53:30 +05'30'

P.N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp.Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053

Place: Mumbai
Dated: September 27, 2018