

Thomas Cook (India) Ltd.
Thomas Cook Building
Dr. D. N. Road, Fort
Mumbai - 400 001.

Main No.: 91-22-6160 3333
Fax No. : 91-22-6609 1454
91-22-2287 1069



January 11th 2013

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

Dear Sir,

Sub: Statement and Result of Postal Ballot

This is to inform you that, pursuant to the Notice to the Shareholders dated 30th November, 2012, the Postal Ballot exercise for the approval of below resolutions (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 10th January, 2013 on the same.

1. **Ordinary Resolution:** For Authority for Creation of Charge/ Mortgage or Providing Security in respect of borrowings
2. **Special Resolution:** For Alteration in the Articles of Association of the Company

The above Resolutions were approved by the Shareholders by requisite majority, in each case.

Please find enclosed herewith:

1. The Chairman's announcement 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





RESULT OF THE POSTAL BALLOT

In terms of the resolution passed by the Board of Directors on November 30, 2012, the Company conducted a postal ballot under section 192A of the Companies Act 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 in respect of the following matters:

1. **Ordinary Resolution:** For Authority for Creation of Charge/ Mortgage or Providing Security in respect of borrowings
2. **Special Resolution:** For Alteration in the Articles of Association of the Company

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	Ordinary Resolution for Authority for Creation of Charge/ Mortgage or Providing Security in respect of borrowings			Special Resolution for Alteration in the Articles of Association of the Company		
	No. of ballots	No. of shares	Percent	No. of ballots	No. of shares	Percent
TOTAL RECEIVED	944	186924479		945	186919429	
Less: Invalid	121	116960		138	147703	
Valid	823	186807519		807	186771726	
- Assent	755	186649966	99.92	744	186642129	99.93
- Dissent	68	157553	0.08	63	129597	0.07

The above Resolutions have, therefore, been approved by the Shareholders by requisite majority, in each case.

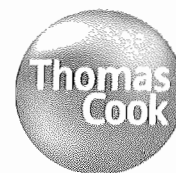
Place: Mumbai
Date: 11.01.2013


CHAIRMAN



Thomas Cook (India) Ltd.
Thomas Cook Building
Dr. D. N. Road, Fort
Mumbai - 400 001.

Main No.. 91-22-6160 3333
Fax No. : 91-22-6609 1454
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**STATEMENT CONTAINING DETAILS REGARDING THE VOTING RESULTS IN THE PRESCRIBED FORMAT
PERTAINING TO POSTAL BALLOT RESULTS DECLARED ON 11TH JANUARY, 2013**

Date of declaration of Postal Ballot Results	11th January 2013
Total Number of Shareholders on Record Date/ Book Closure	Record Date: 30th November, 2012 No. Of Shareholders: 36026
No. of shareholders present in the meeting either in person or through proxy:	
(i) Promoters and Promoter Group:	N.A.
(ii) Public:	N.A.
No. of shareholders attended the meeting through Video Conferencing	
(i) Promoters and Promoter Group:	N.A.
(ii) Public:	N.A.

Details of Agenda/ Item

Agenda Item No.1: **Authority for Creation of Charge/ Mortgage or Providing Security in respect of borrowings**

Resolution required: **Ordinary Resolution**

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

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	610127	0	0	0	0	0	0
Public-Others	26894842	1153794	4.29	996241	157553	86.34	13.66
Total	213158694	186807519	87.64	186649966	157553	99.92	0.08

18/4/2013



Agenda Item No.2: Alteration in the Articles of Association of the Company

Resolution required: **Special Resolution**

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

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	610127	0	0	0	0	0	0
Public-Others	26894842	1118001	4.16	988404	129597	88.41	11.59
Total	213158694	186771726	87.62	186642129	129597	99.93	0.07

For Thomas Cook (India) Limited

Chairman

11th January, 2013



PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

January 10, 2013

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,

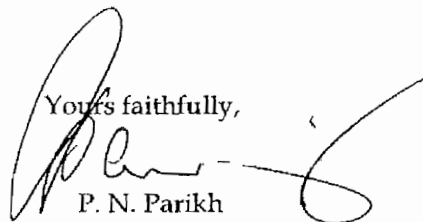
I refer to the resolution passed by the Board of Directors of Thomas Cook (India) Limited on November 30, 2012 in respect of my appointment as Scrutinizer to conduct the postal ballot process in respect of (a) Ordinary Resolution under Section 293(1)(a) of the Companies Act 1956 to grant authority for creation of charge/mortgage or providing security in respect of borrowings and (b) Special Resolution under Section 31 of the Companies Act, 1956 for approval of alteration in the Articles of Association of the company.

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 NSDL e-voting system.

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, 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 (a) Ordinary Resolution under Section 293(1)(a) of the Companies Act 1956 to grant authority for creation of charge/mortgage or providing security in respect of borrowings and (b) Special Resolution under Section 31 of the Companies Act, 1956 for approval of alteration in the Articles of Association of the company pursuant to the Notice and Explanatory Statement dated November 30, 2012 (copy attached) issued under Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

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 Ordinary and Special Resolutions.



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--2--

Ordinary Resolution under Section 293(1)(a) of the Companies Act 1956 to grant authority for creation of charge/mortgage or providing security in respect of borrowings

Sr. No.	Particulars		Total
I	Shareholders who exercised their votes through postal ballot		944
	a. Physical Mode	862	
	b. Electronic Mode	82	
II	Shareholders whose votes were valid		823
	a. Physical Mode	741	
	b. Electronic Mode	82	
	1.a. Number of Shareholders voted in favour		755
	i. Physical Mode	685	
	ii. Electronic Mode	70	
	1. b. Percentage		91.74%
	i. Physical Mode	83.23	
	ii. Electronic Mode	8.51	
	2. a. Number of Shareholders voted against		68
	i. Physical Mode	56	
	ii. Electronic Mode	12	
	2. b. Percentage		8.26%
	i. Physical Mode	6.80	
	ii. Electronic Mode	1.46	
III	Number of shares voted		18,69,24,479
	a. Physical Mode	18,68,33,242	
	b. Electronic Mode	91,237	



Continuation Sheet

--3--

IV	Valid votes (in terms of number of voting rights/ shares)		18,68,07,519
	a. Physical Mode	18,67,16,282	
	b. Electronic Mode	91,237	
	1.a. Number of votes in favour of the resolution		18,66,49,966
	i. Physical Mode	18,65,80,758	
	iii. Electronic Mode	69,208	
	1.b. Percentage		99.92%
	i. Physical Mode	99.88	
	ii. Electronic Mode	0.04	
	2. a. Number of votes against the resolution		1,57,553
	i. Physical Mode	1,35,524	
	ii. Electronic Mode	22,029	
	2. b. Percentage		0.08%
	i. Physical Mode	0.07	
	ii. Electronic Mode	0.01	
V	Invalid Postal Ballots		121
	a. Physical Mode	121	
	b. Electronic Mode	NA	
	Number of shares		1,16,960
	a. Physical Mode	1,16,960	
	b. Electronic Mode	NA	



Place: Mumbai

Dated: January 10, 2013

Signature

Name:

FCS: 327

P. N. Parikh
Scrutinizer
CP: 1228

--4--

Special Resolution under Section 31 of the Companies Act 1956 for approval of alteration in the Articles of Association of the company.

Sr. No.	Particulars		Total
I	Shareholders who exercised their votes through postal ballot		945
	c. Physical Mode	862	
	d. Electronic Mode	83	
II	Shareholders whose votes were valid		807
	c. Physical Mode	724	
	d. Electronic Mode	83	
	1.a. Number of Shareholders voted in favour		744
	j. Physical Mode	669	
	iii. Electronic Mode	75	
	1. b. Percentage		92.19%
	iii. Physical Mode	82.90	
	iv. Electronic Mode	9.29	
	2. a. Number of Shareholders voted against		63
	iii. Physical Mode	55	
	iv. Electronic Mode	8	
	2. b. Percentage		7.81%
	iv. Physical Mode	6.82	
	v. Electronic Mode	0.99	
III	Number of shares voted		18,69,19,429
	c. Physical Mode	18,68,33,242	
	d. Electronic Mode	86,187	



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IV	Valid votes (in terms of number of voting rights/ shares)		18,67,71,726
	c. Physical Mode	18,66,85,539	
	d. Electronic Mode	86,187	
	1.a. Number of votes in favour of the resolution		18,66,42,129
	j. Physical Mode	18,65,58,324	
	vi. Electronic Mode	83,805	
	1. b. Percentage		99.93%
	iii. Physical Mode	99.89	
	iv. Electronic Mode	0.04	
	2. a. Number of votes against the resolution		1,29,597
	iii. Physical Mode	1,27,215	
	iv. Electronic Mode	2,382	
	2. b. Percentage		0.07%
	iii. Physical Mode	0.07	
	iv. Electronic Mode	0.00	
V	Invalid Postal Ballots		138
	c. Physical Mode	138	
	d. Electronic Mode	NA	
	Number of shares		1,47,703
	c. Physical Mode	1,47,703	
	d. Electronic Mode	NA	



Place: Mumbai

Dated: January 10, 2013

Signature

Name:

FCS: 327

P. N. Parikh
Scrutinizer
CP: 1228