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

28th August, 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 Symbol: THC10.52
Fax No.: 2659 8237/38

Sub: Disclosure under 31(d) and 35A of the Listing Agreement – Thomas Cook (India) Limited.

In terms of Clause 35A of the Listing Agreement, please find below the outcome of the Thirty-Eighth Annual General Meeting of the Company held on Thursday 27th August, 2015:

DETAILS OF VOTING RIGHTS

Date of the AGM	27th August, 2015
Total Number of Shareholders on Record Date/ Cut off date i.e. 20th August, 2015 for Remote E-Voting, Voting through Ballot Form and Voting at the AGM venue.	31160
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 2 96
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: 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.	a) To receive, consider and adopt the standalone audited financial statements for the period ended 31st March, 2015 together with the Reports of the Board of Directors and the Auditors thereon. b) To receive, consider and adopt the consolidated audited financial statements for the period ended 31st March, 2015 together with the Report of the Auditors thereon.	Ordinary	Poll, Ballot, E-Voting	The resolution was passed with requisite majority
2.	a) To declare Dividend for Class B Preference Shares of Rs. 10/- each for the period 1st January, 2014 to 25th April, 2014. b) To declare Dividend for Class C Preference Shares of Rs. 10/-	Ordinary	Poll, Postal Ballot, E-Voting	The resolution was passed with requisite majority

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

A FAIRFAX Company

Item Nos.	Details of Agenda:	Resolution required: (Ordinary/ Special)	Mode of Voting: (Show of hands/Poll/Postal Ballot/E-Voting	Remarks
	each for the period 1st January, 2014 to 25th April, 2014. c) To declare Dividend for Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each as follows: i. on 1827000 CCPS of Rs.10/- each for the period 13th March, 2014 to 9th March, 2015 (from date of allotment upto date of conversion); ii. on 4423000 CCPS of Rs.10/- each for the period 13th March, 2014 to 31st March, 2015. d) To declare Dividend for Equity Shares for the period ended 31st March, 2015.			
3.	To appoint a Director in place of Mr. Harsha Raghavan, who retires by rotation, and being eligible, offers himself for re-appointment.	Ordinary	Poll, Ballot, E-Voting	The resolution was passed with requisite majority
4.	To re-appoint M/s Lovelock & Lewes, Chartered Accountants with Firm Registration No. 301056E, as Statutory Auditors of the Company and to fix their remuneration.	Ordinary	Poll, Ballot, E-Voting	The resolution was passed with requisite majority
5.	Appointment of Mr. Pravir Kumar Vohra as an Independent Director.	Ordinary	Poll, Ballot, E-Voting	The resolution was passed with requisite majority
6.	Re-appointment of Mr. Madhavan Menon as Managing Director for the period of 5 years and fixing his remuneration.	Special	Poll, Ballot, E-Voting	The resolution was passed with requisite majority
7.	Waiver of the excess remuneration paid to Mr. Madhavan Menon, Managing Director, during the period of fifteen months ended 31st March, 2015.	Special	Poll, Ballot, E-Voting	The resolution was passed with requisite majority
8.	Amendment and Implementation of the Thomas Cook Save As You Earn Scheme, 2010 ('SAYE Scheme').	Special	Poll, Ballot, E-Voting	The resolution was passed with requisite majority
9.	Extension of the amended Thomas Cook Save As You Earn Scheme, 2010 ('SAYE Scheme') to the employees of subsidiaries.	Special	Poll, Ballot, E-Voting	The resolution was passed with requisite majority
10.	Amendment to the Thomas Cook Employees Stock Option Plan, 2007 ('ESOP 2007').	Special	Poll, Ballot, E-Voting	The resolution was passed with requisite majority
11.	Extension of the amended Thomas Cook Employees Stock Option Plan, 2007 ('ESOP 2007') to the employees of subsidiaries.	Special	Poll, Ballot, E-Voting	The resolution was passed with requisite majority
12.	Amendment to the Thomas Cook Employees Stock Option Plan, 2013 ('ESOP 2013').	Special	Poll, Ballot, E-Voting	The resolution was passed with requisite majority

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

A FAIRFAX Company

Travel Smooth
thomascook.in

A FAIRFAX Company

Item Nos.	Details of Agenda:	Resolution required: (Ordinary/ Special)	Mode of Voting: (Show of hands/Poll/Postal Ballot/E-Voting	Remarks
13.	Extension of the amended Thomas Cook Employees Stock Option Plan, 2013 ('ESOP 2013') to the employees of subsidiaries.	Special	Poll, Ballot, E-Voting	The resolution was passed with requisite majority
14.	Revision in the Sitting Fees payable to Non-Executive Independent Directors for attending the meeting of the Board of Directors and Audit Committee.	Ordinary	Poll, Ballot, E-Voting	The resolution was passed with requisite majority

The voting details are annexed herewith in the prescribed format.

This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

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

THOMAS COOK (INDIA) LIMITED

1 a) To receive, consider and adopt the standalone audited financial statements for the period ended 31st March, 2015 together with Reports of the Board of Directors and the Auditors thereon. b) To receive, consider and adopt the consolidated audited financial statements for the period ended 31st March,2015 together with Report of the Auditors thereon.

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 1								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	14090959	43.00	14090959	0	100.00	0.00
3	Public-Others	36038245	1331033	3.69	1330783	250	99.98	0.02
	Grand Totals	254460827	201075717	79.02	201075467	250	100.00	0.00

THOMAS COOK (INDIA) LIMITED

2 a) To declare Dividend for class B Preference Shares of Rs. 10/- each for the period 1st January, 2014 to 25th April ,2014.
b) To declare Dividend for class C Preference Shares of Rs. 10/-each for the period 1st January, 2014 to 25th April, 2014.
c) To declare Dividend for Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each as follows:
i) on 1827000 CCPS of Rs. 10/- each for the period 13th March, 2014 to 9th March, 2015(from date of allotment upto date of conversion);
ii) on 4423000 CCPS of Rs. 10/-each for the period 13th March, 2014 to 31st March, 2015.
d) To declare Dividend for Equity Shares for the period ended 31st March, 2015.

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 2								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	14610959	44.59	14610959	0	100.00	0.00
3	Public-Others	36038245	1329538	3.69	1323503	6035	99.55	0.45
	Grand Totals	254460827	201594222	79.22	201588187	6035	100.00	0.00

THOMAS COOK (INDIA) LIMITED

3)To appoint a Director in place of Mr. Harsha Raghavan, who retires by rotation, and being eligible, offers himself for re-appointment.

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 3								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	14610959	44.59	14390058	220901	98.49	1.51
3	Public-Others	36038245	1324538	3.68	1324131	407	99.97	0.03
	Grand Totals	254460827	201589222	79.22	201367914	221308	99.89	0.11

THOMAS COOK (INDIA) LIMITED

4)To re-appoint M/s Lovelock & Lewes, Chartered Accountants with Firm Registration No. 301056E, as Statutory Auditors of the Company and to fix their remuneration.

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 4								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	11981412	36.56	11918622	62790	99.48	0.52
3	Public-Others	36038245	1329188	3.69	1328245	943	99.93	0.07
	Grand Totals	254460827	198964325	78.19	198900592	63733	99.97	0.03

THOMAS COOK (INDIA) LIMITED

5) Appointment of Mr. Pravir Kumar Vohra as an Independent Director.

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 5								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	11981412	36.56	11981412	0	100.00	0.00
3	Public-Others	36038245	1328905	3.69	1328523	382	99.97	0.03
	Grand Totals	254460827	198964042	78.19	198963660	382	100.00	0.00

THOMAS COOK (INDIA) LIMITED

6) Re-appointment of Mr. Madhavan Menon as Managing Director for the period of 5 years and fixing his remuneration.

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 6								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	14199886	43.33	14199379	507	100.00	0.00
3	Public-Others	36038245	1328803	3.69	1322863	5940	99.55	0.45
	Grand Totals	254460827	201182414	79.06	201175967	6447	100.00	0.00



THOMAS COOK (INDIA) LIMITED

7) Waiver of the excess remuneration paid to Mr. Madhavan Menon, Managing Director, during the period of fifteen months ended 31st March, 2015.

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 7								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	14199886	43.33	13978985	220901	98.44	1.56
3	Public-Others	36038245	1329463	3.69	1310750	18713	98.59	1.41
	Grand Totals	254460827	201183074	79.06	200943460	239614	99.88	0.12

THOMAS COOK (INDIA) LIMITED

8) Amendment and Implementation of the Thomas Cook Save As You Earn Scheme, 2010 ('SAYE Scheme').

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 8								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	11050339	33.72	11050339	0	100.00	0.00
3	Public-Others	36038245	1323338	3.67	1323163	175	99.99	0.01
	Grand Totals	254460827	198027402	77.82	198027227	175	100.00	0.00

THOMAS COOK (INDIA) LIMITED

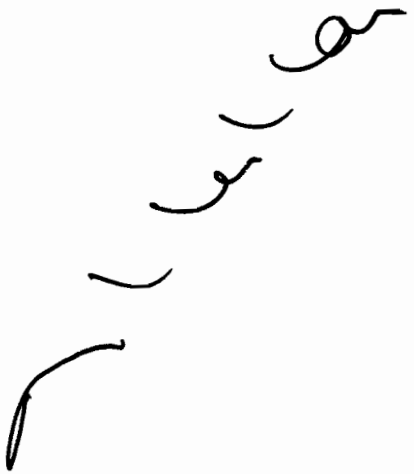
9) Extension of the amended Thomas Cook Save As You Earn Scheme, 2010 ('SAYE Scheme') to the employees of subsidiaries.

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 9								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	11050339	33.72	11050339	0	100.00	0.00
3	Public-Others	36038245	1324138	3.67	1323888	250	99.98	0.02
	Grand Totals	254460827	198028202	77.82	198027952	250	100.00	0.00

THOMAS COOK (INDIA) LIMITED

10) Amendment to the Thomas Cook Employees Stock Option Plan, 2007 ('ESOP 2007').

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 10								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	11050339	33.72	8738821	2311518	79.08	20.92
3	Public-Others	36038245	1329128	3.69	1323541	5587	99.58	0.42
	Grand Totals	254460827	198033192	77.82	195716087	2317105	98.83	1.17



THOMAS COOK (INDIA) LIMITED

11) Extension of the amended Thomas Cook Employees Stock Option Plan, 2007 ('ESOP 2007') to the employees of subsidiaries.

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 11								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	11050339	33.72	8738821	2311518	79.08	20.92
3	Public-Others	36038245	1329196	3.69	1323196	6000	99.55	0.45
	Grand Totals	254460827	198033260	77.82	195715742	2317518	98.83	1.17

THOMAS COOK (INDIA) LIMITED

12) Amendment to the Thomas Cook Employees Stock Option Plan, 2013 ('ESOP 2013').

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 12								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	11050339	33.72	8738821	2311518	79.08	20.92
3	Public-Others	36038245	1328984	3.69	1323009	5975	99.55	0.45
	Grand Totals	254460827	198033048	77.82	195715555	2317493	98.83	1.17



THOMAS COOK (INDIA) LIMITED

13) Extension of the amended Thomas Cook Employees Stock Option Plan, 2013 ('ESOP 2013') to the employees of subsidiaries.

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 13								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	11050339	33.72	8738821	2311518	79.08	20.92
3	Public-Others	36038245	1329308	3.69	1323308	6000	99.55	0.45
	Grand Totals	254460827	198033372	77.82	195715854	2317518	98.83	1.17

THOMAS COOK (INDIA) LIMITED

14) Revision in the Sitting Fees payable to Non- Executive Independent Directors for attending the meeting of the Board of Directors and Audit Committee.

Details for reporting as per Clause 35A of listing agreement based on result of E-voting / Postal Ballot/Poll								
Resolution No 14								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	185653725	185653725	100.00	185653725	0	100.00	0.00
2	Public - Institutional holders	32768857	11461412	34.98	11461412	0	100.00	0.00
3	Public-Others	36038245	1325710	3.68	1312609	13101	99.01	0.99
	Grand Totals	254460827	198440847	77.98	198427746	13101	99.99	0.01

