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

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: Submission of Chairman Declaration of Result along with the Scrutinizer Report (Consolidated) in respect of the Thirty-Eighth Annual General Annual General Meeting (AGM) of the Company held on 27th August, 2015.

Dear Sir/ Madam,

We are pleased to inform you that 38th AGM of the Company was held on Thursday 27th August, 2015 at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020. In this connection we are submitting the declaration of results of resolution(s) passed at the AGM by the Chairman along with the the Scrutinizer's Report (Consolidated).

You are requested to take the above on record.

Thanking you,

Yours faithfully,
For Thomas Cook (India) Limited

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

Encl.: a/a

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Fort, Mumbai - 400 001
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RESULT OF THE 38TH ANNUAL GENERAL MEETING

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company provided members facility to cast their votes on all resolutions set forth in the Notice of the Thirty-Eighth Annual General Annual General Meeting (AGM) using electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by National Securities Depository Limited (NSDL) and the business may be transacted through such voting. The Company, in order to ensure wider participation also provided the facility to cast votes through Physical Ballot Form. The remote e-voting and Physical Ballot Form facility ended on 26th August, 2015 at 5.00 p.m. Further on 27th August, 2015, the day of AGM, the facility through ballot paper was also provided by the Company to its Members present in person or by proxy, attending the meeting who did cast their vote by remote e-voting or by physical ballot form.

Mr. P. N. Parikh of M/s. Parikh & Associates, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the votes by remote e-voting process, ballot voting and votes casted at the AGM venue.

Based on the Scrutinizers' Report dated 28th August, 2015, I the undersigned, hereby declare that all the resolutions contained in the Notice dated 28th May, 2015 of the 38th AGM of the Company held on 27th August, 2015 have been duly passed with requisite majority as per details given below:

Sr. of Resolution	Particulars of Resolution	No. of votes polled	No. of Votes - in favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled
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.	201075717	201075467	100.00	250	0.00

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.	201594222	201588187	100.00	6035	0.00
3	To appoint a Director in place of Mr. Harsha Raghavan, who retires by rotation, and being eligible, offers himself for re-appointment.	201589222	201367914	99.89	221308	0.11
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.	198964325	198900592	99.97	63733	0.03

5	Appointment of Mr. Pravir Kumar Vohra as an Independent Director.	198964042	198963660	100.00	382	0.00
6	Re-appointment of Mr. Madhavan Menon as Managing Director for the period of 5 years and fixing his remuneration.	201182414	201175967	100.00	6447	0.00
7	Waiver of the excess remuneration paid to Mr. Madhavan Menon, Managing Director, during the period of fifteen months ended 31st March, 2015.	201183074	200943460	99.88	239614	0.12
8	Amendment and Implementation of the Thomas Cook Save As You Earn Scheme, 2010 ('SAYE Scheme').	198027402	198027227	100.00	175	0.00
9	Extension of the amended Thomas Cook Save As You Earn Scheme, 2010 ('SAYE Scheme') to the employees of subsidiaries.	198028202	198027952	100.00	250	0.00
10	Amendment to the Thomas Cook Employees Stock Option Plan, 2007('ESOP 2007').	198033192	195716087	98.83	2317105	1.17
11	Extension of the amended Thomas Cook Employees Stock Option Plan, 2007 ('ESOP 2007') to the employees of subsidiaries.	198033260	195715742	98.83	2317518	1.17
12	Amendment to the Thomas Cook Employees Stock Option Plan,2013 ('ESOP 2013').	198033048	195715555	98.83	2317493	1.17
13	Extension of the amended Thomas Cook Employees Stock Option Plan, 2013 ('ESOP 2013') to the employees of subsidiaries.	198033372	195715854	98.83	2317518	1.17

14	Revision in the Sitting Fees payable to Non- Executive Independent Directors for attending the meeting of the Board of Directors and Audit Committee.	198440847	198427746	99.99	13101	0.01

For Thomas Cook (India) Limited

Mahendra Kumar Sharma
Non Executive Chairman – Independent
(DIN: 00327684)

Place: Mumbai
Date: 28th August, 2015

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 - 400 001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms 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 at the Annual General Meeting of Thomas Cook (India) Ltd. held on Thursday, August 27, 2015 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) Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of Thomas Cook (India) Limited held on Thursday, August 27, 2015 at 3.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 27, 2015.

The Notice dated May 28, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentionedresolutions passed at the Annual General Meeting of the Company.

PARIKH & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

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 has also provided voting by physical ballot forms to the shareholders who do not have access to remote e-voting facility.

The Company had also provided e-voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier either through remote e-voting facility or by physical ballot forms.

The shareholders of the Company holding shares as on the "cut-off" date of Thursday, August 20, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, August 24, 2015 at 09:00 a.m. (IST) and ended on Wednesday, August 26, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done 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 and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to Wednesday, August 26, 2015 (5.00 p.m.) were also considered.

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

I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms and e-voting at the meeting in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

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; and**

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.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
211	20,10,75,467	100.00 (Rounded Off)

ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	250	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
12	7,079

PARIKH & ASSOCIATES

Resolution 2: Ordinary Resolution

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.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
207	20,15,88,187	100.00 (Rounded Off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	6,035	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
16	8,574

PARIKH & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Harsha Raghavan (DIN:01761512), 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 votes cast by them	% of total number of valid votes cast
199	20,13,67,914	99.89

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	2,21,308	0.11

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
17	13,574

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 4: Ordinary Resolution

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.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
196	19,89,00,592	99.97

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	63,733	0.03

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
17	8,924

PARIKH & ASSOCIATES ★ COMPANY SECRETARIES ★ MUMBAI

Resolution 5: Ordinary Resolution

Appointment of Mr. Pravin Kumar Vohra (DIN: 00082545) as an Independent Director.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
198	19,89,63,660	100.00 (Rounded Off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	382	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
19	9,084

PARIKH & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

Resolution 6: Special Resolution

Re-appointment of Mr.MadhavanMenon as Managing Director for the period of 5 years and fixing his remuneration.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
198	20,11,75,967	100.00 (Rounded Off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	6,447	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
19	9,284

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 7: Special Resolution

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

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
187	20,09,43,460	99.88

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	2,39,614	0.12

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
17	8,624

PARIKH & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

Resolution 8: Special Resolution

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

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
201	19,80,27,227	100.00 (Rounded Off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	175	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
18	13,774

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 9: Special Resolution

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

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
201	19,80,27,952	100.00 (Rounded Off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	250	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
17	13,574

PARIKH & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

Resolution 10: Special Resolution

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

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
176	19,57,16,087	98.83

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
30	23,17,105	1.17

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
18	8,784

PARIKH & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

Resolution 11: Special Resolution

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

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
174	19,57,15,742	98.83

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
32	23,17,518	1.17

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
17	8,584

PARIKH & ASSOCIATES MUMBAI

Resolution 12: Special Resolution

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

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
173	19,57,15,555	98.83

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
31	23,17,493	1.17

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
18	8,784

P. PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 13: Special Resolution

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

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
174	19,57,15,854	98.83

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
32	23,17,518	1.17

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
17	8,584

P. PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 14: Ordinary Resolution

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

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
190	19,84,27,746	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	13,101	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
19	12,872

Thanking you,
Yours faithfully,

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: August 28, 2015