

A FAIRFAX Company

25th October, 2013

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 5th September, 2013, 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 October 23, 2013 on the same.

1. **Special Resolution:** for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of Thomas Cook (India) Limited.
2. **Special Resolution:** for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of subsidiaries of Thomas Cook (India) Limited.
3. **Special Resolution:** for authorising the Board/Committee of Directors for lease, sub-lease, sale, transfer, conveyance, assignment or otherwise disposal of the Company's immovable property/ies located at Mumbai.
4. **Special Resolution:** for approval of alteration in the Articles of Association of the Company.

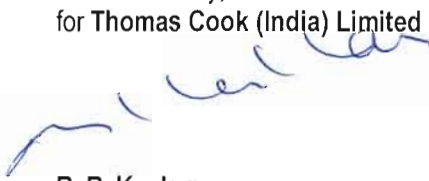
The above Resolutions were approved by the Shareholders by requisite majority, in each case.

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 September 05, 2013, 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. **Special Resolution:** for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of Thomas Cook (India) Limited.
2. **Special Resolution:** for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of subsidiaries of Thomas Cook (India) Limited.
3. **Special Resolution:** for authorising the Board/Committee of Directors for lease, sub-lease, sale, transfer, conveyance, assignment or otherwise disposal of the Company's immovable property/ies located at Mumbai.
4. **Special Resolution:** for approval of 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	1. Special Resolution for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of Thomas Cook (India) Limited			2. Special Resolution for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of subsidiaries of Thomas Cook (India) Limited		
	No. of ballots	No. of shares	Percent	No. of ballots	No. of shares	Percent
TOTAL RECEIVED	806	187224040		806	187224064	
Less: Invalid	128	145172		147	163236	
Valid	678	187078868		659	187060828	
- Assent	596	186716381	99.81	568	186694492	99.80
- Dissent	82	362487	0.19	91	366336	0.20

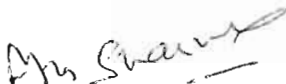


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Particulars	3. Special Resolution for authorising the Board/Committee of Directors for lease, sub-lease, sale, transfer, conveyance, assignment or otherwise disposal of the Company's immovable property/ies located at Mumbai			4. Special Resolution for approval of 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	806	187224042		806	187224057	
Less: Invalid	147	163552		153	165427	
Valid	659	187060490		653	187058630	
- Assent	583	187010958	99.97	598	187029385	99.98
- Dissent	76	49532	0.03	55	29245	0.02

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

Place: Mumbai
Date: 25.10.2013


CHAIRMAN





**STATEMENT CONTAINING DETAILS REGARDING THE VOTING RESULTS IN THE PRESCRIBED FORMAT
PERTAINING TO POSTAL BALLOT RESULTS DECLARED ON 25TH OCTOBER, 2013**

Date of declaration of Postal Ballot Results	25th October, 2013
Total Number of Shareholders on Record Date/ Book Closure	Record Date: 6th September, 2013 No. Of Shareholders: 33022
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: Approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of Thomas Cook (India) Limited

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	100.00	185653725	0	100.00	0
Public Institutional holders	35596987	338494	0.95	78800	259694	23.28	76.72
Public-Others	26337588	1086649	4.13	983856	102793	90.54	9.46
Total	247588300	187078868	75.56	186716381	362487	99.81	0.19



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Agenda Item No.2: Approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of subsidiaries of Thomas Cook (India) Limited

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	100.00	185653725	0	100.00	0
Public Institutional holders	35596987	338494	0.95	78800	259694	23.28	76.72
Public-Others	26337588	1068609	4.06	961967	106642	90.02	9.98
Total	247588300	187060828	75.55	186694492	366336	99.80	0.20

Agenda Item No.3: For authorising the Board/Committee of Directors for lease, sub-lease, sale, transfer, conveyance, assignment or otherwise disposal of the Company's immovable property/ies located at Mumbai

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	100.00	185653725	0	100.00	0.00
Public Institutional holders	35596987	338494	0.95	338494	0	100.00	0.00
Public-Others	26337588	1068271	4.06	1018739	49532	95.36	4.64
Total	247588300	187060490	75.55	187010958	49532	99.97	0.03



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Agenda Item No.4: Approval of 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 (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	185653725	100.00	185653725	0	100.00	0.00
Public Institutional holders	35596987	338494	0.95	338494	0	100.00	0.00
Public-Others	26337588	1066411	4.05	1037166	29245	97.26	2.74
Total	247588300	187058630	75.55	187029385	29245	99.98	0.02

The above resolutions have been approved by the shareholders with requisite majority.

For Thomas Cook (India) Limited

Chairman

25th October, 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

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 (a) Special Resolution for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of Thomas Cook (India) Limited, (b) Special Resolution for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of subsidiaries of Thomas Cook (India) Limited, (c) Special Resolution under Section 293(1)(a) of the Companies Act, 1956, authorising the Board / Committee of Directors for lease, sub-lease, sale, transfer, conveyance, assignment or otherwise disposal of the Company's immovable property/ies located at Mumbai and (d) Special Resolution under Section 31 of the Companies Act, 1956, for alteration in the Articles of Association of the Company pursuant to the Notice and Explanatory Statement dated September 05, 2013 (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 Special Resolutions

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Special Resolution for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of Thomas Cook (India) Limited

Sr. No.	Particulars	Result
I	Total Shareholders who exercised their votes through postal ballots in physical mode and e-voting.	806
II	Total Shareholders whose votes were valid	678
	1.a. Number of Shareholders voted in favour	596
	b. Percentage	87.91
	2. a. Number of Shareholders voted against	82
	b. Percentage	12.09
III	Total number of shares voted in physical mode and e-voting	18,72,24,040
IV	Total valid votes out of III above (in terms of number of voting rights/ shares through postal ballots)	18,70,78,868
	1.a. Number of votes in favour of the resolution	18,67,16,381
	b. Percentage	99.81
	2. a. Number of votes against the resolution	3,62,487
	b. Percentage	0.19
V	Invalid Postal Ballots	128
	Number of shares	1,45,172



Place: Mumbai

Dated: October 23, 2013

Signature

Name:

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

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Special Resolution for approval of Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013") and Issue of Employee Stock Options under the ESOP 2013 to the employees of subsidiaries of Thomas Cook (India) Limited

Sr. No.	Particulars	Result
I	Total Shareholders who exercised their votes through postal ballots in physical mode and e-voting.	806
II	Total Shareholders whose votes were valid	659
	1.a. Number of Shareholders voted in favour	568
	b. Percentage	86.19
	2. a. Number of Shareholders voted against	91
	b. Percentage	13.81
III	Total number of shares voted in physical mode and e-voting	18,72,24,064
IV	Total valid votes out of III above (in terms of number of voting rights/ shares through postal ballots)	18,70,60,828
	1.a. Number of votes in favour of the resolution	18,66,94,492
	b. Percentage	99.80
	2. a. Number of votes against the resolution	3,66,336
	b. Percentage	0.20
V	Invalid Postal Ballots	147
	Number of shares	163236



Place: Mumbai

Dated: October 23, 2013

Signature

Name:

[Handwritten Signature]
P. N. Parikh
Scrutinizer
FCS: 327 CP: 1228

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Special Resolution under Section 293(1)(a) of the Companies Act, 1956, authorising the Board / Committee of Directors for lease, sub-lease, sale, transfer, conveyance, assignment or otherwise disposal of the Company's immovable property/ies located at Mumbai

Sr. No.	Particulars	Result
I	Total Shareholders who exercised their votes through postal ballots in physical mode and e-voting.	806
II	Total Shareholders whose votes were valid	659
	1.a. Number of Shareholders voted in favour	583
	b. Percentage	88.47
	2. a. Number of Shareholders voted against	76
	b. Percentage	11.53
III	Total number of shares voted in physical mode and e-voting	18,72,24,042
IV	Total valid votes out of III above (in terms of number of voting rights/ shares through postal ballots)	18,70,60,490
	1.a. Number of votes in favour of the resolution	18,70,10,958
	b. Percentage	99.97
	2. a. Number of votes against the resolution	49,532
	b. Percentage	0.03
V	Invalid Postal Ballots	147
	Number of shares	1,63,552

Place: Mumbai

Dated: October 23, 2013



Signature

Name:

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

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Special Resolution under Section 31 of the Companies Act, 1956, for alteration in the Articles of Association of the Company

Sr. No.	Particulars	Result
I	Total Shareholders who exercised their votes through postal ballots in physical mode and e-voting.	806
II	Total Shareholders whose votes were valid	653
	1.a. Number of Shareholders voted in favour	598
	b. Percentage	91.58
	2. a. Number of Shareholders voted against	55
	b. Percentage	8.42
III	Total number of shares voted in physical mode and e-voting	18,72,24,057
IV	Total valid votes out of III above (in terms of number of voting rights/ shares through postal ballots)	18,70,58,630
	1.a. Number of votes in favour of the resolution	18,70,29,385
	b. Percentage	99.98
	2. a. Number of votes against the resolution	29,245
	b. Percentage	0.02
V	Invalid Postal Ballots	153
	Number of shares	1,65,427

Place: Mumbai

Dated: October 23, 2013



Signature

Name:

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

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