

28th March, 2014

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 500413
NCD Scrip Code: 949099
Fax No.: 2272 2037/39/41/6/3121

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 7th February, 2014, the Postal Ballot exercise for the approval of below resolution (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 March 27, 2014 on the same.

1. **Special Resolution:** for granting authority to the Board of Directors of the Company for making investments/ advancing loans/ giving guarantees notwithstanding the limits prescribed under Section 372A of the Companies Act, 1956.

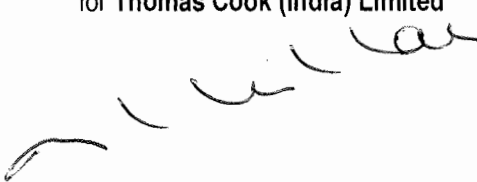
The above Resolution was approved by the Shareholders with requisite majority.

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 February 07, 2014, 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 matter:

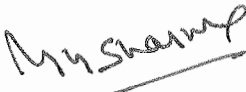
1. **Special Resolution:** for granting authority to the Board of Directors of the Company for making investments/ advancing loans/ giving guarantees notwithstanding the limits prescribed under Section 372A of the Companies Act, 1956

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 granting authority to the Board of Directors of the Company for making investments/ advancing loans/ giving guarantees notwithstanding the limits prescribed under Section 372A of the Companies Act, 1956		
	No. of ballots	No. of shares	Percent
TOTAL RECEIVED	490	187381321	
Less: Invalid	49	51801	
Valid	441	187329520	100.00
- Assent	389	187236434	99.95
- Dissent	52	93086	0.05

The above Resolution has, therefore, been approved by the Shareholders with requisite majority.

Place: Mumbai
Date: 28.03.2014


CHAIRMAN

**STATEMENT UNDER CLAUSE 35A OF THE LISTING AGREEMENT CONTAINING DETAILS REGARDING THE
VOTING RESULTS IN THE PRESCRIBED FORMAT PERTAINING TO POSTAL BALLOT RESULTS DECLARED
ON 28TH MARCH, 2014**

Date of declaration of Postal Ballot Results	28th March, 2014
Total Number of Shareholders on Record Date/ Book Closure	Record Date: 31st January, 2014 No. of Shareholders: 29030
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.

[Handwritten signatures]



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Details of Agenda/ Item

Agenda Item No.1: **Granting authority to the Board of Directors of the Company for making investments/ advancing loans/ giving guarantees notwithstanding the limits prescribed under Section 372A of the Companies Act, 1956**

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	32844543	1042994	3.18	1042994	0	100.00	0
Public-Others	29182629	632801	2.17	539715	93086	85.29	14.71
Total	247680897	187329520	75.63	187236434	93086	99.95	0.05

The above resolution has been passed by the shareholders with requisite majority.

For Thomas Cook (India) Limited

Chairman

28th March, 2014

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

March 27, 2014

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 February 07, 2014 in respect of my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution granting authority to the Board of Directors of the Company for making investments/advancing loans/giving guarantees notwithstanding the limits prescribed under Section 372A of the Companies Act, 1956.

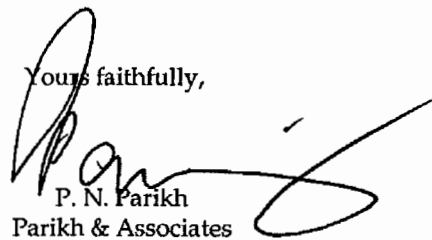
I now enclose the following:

- 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, 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

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 Special Resolution granting authority to the Board of Directors of the Company for making investments/advancing loans/giving guarantees notwithstanding the limits prescribed under Section 372A of the Companies Act, 1956 pursuant to the Notice and Explanatory Statement dated February 07, 2014 (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 Resolution.

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Special Resolution granting authority to the Board of Directors of the Company for making investments/advancing loans/giving guarantees notwithstanding the limits prescribed under Section 372A of the Companies Act, 1956

Sr. No.	Particulars	Result
I	Total Shareholders who exercised their votes through postal ballots in physical mode and e-voting.	490
II	Total Shareholders whose votes were valid	441
	1.a. Number of Shareholders voted in favour	389
	b. Percentage	88.21
	2. a. Number of Shareholders voted against	52
	b. Percentage	11.79
III	Total number of shares voted in physical mode and e-voting	18,73,81,321
IV	Total valid votes out of III above (in terms of number of voting rights/ shares through postal ballots)	18,73,29,520
	1.a. Number of votes in favour of the resolution	18,72,36,434
	b. Percentage	99.95
	2. a. Number of votes against the resolution	93,086
	b. Percentage	0.05
V	Invalid Postal Ballots	49
	Number of shares	51,801



Place: Mumbai

Dated: March 27, 2014

Signature

Name:

P. N. Parikh
Scrutinizer

FCS: 327 CP: 1228