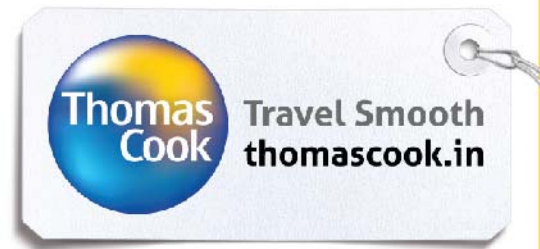


Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717

A FAIRFAX Company



22nd September, 2017

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 500413
NCRPS Scrip Code: 715022
NCD Scrip Code: 949099, 952673, 952674, 952675

Fax No.: 2272 2037/39/41/61

Dear Sir/ Madam,

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
NCRPS Scrip Code: Thomas Cook CRNCPS 8.50% 2022
NCD: THC10.52; Thomas Cook 9.37% 2018 SERIES 1,
Thomas Cook 9.37% 2019 SERIES 2 Thomas Cook
9.37% 2020 SERIES 3
Fax No.: 2659 8237/38

Sub: Submission of information in relation to the Postal Ballot Results along with the Scrutinizer Report in respect of the Postal Ballot Notice dated 9th August, 2017.

With reference to the Postal Ballot Results in respect of the Postal Ballot Notice dated 9th August, 2017 we are enclosing herewith the following:

1. Results of Postal Ballot and E-Voting: Annexure - I
2. Declaration of results of Postal Ballot by Chairman and Managing Director: Annexure - II
3. Scrutinizer's Report: Annexure - III

You are requested to take our submission on record.

Thanking you,

Yours faithfully,
For Thomas Cook (India) Limited

Amit J. Parekh
Company Secretary & Compliance Officer

Encl.: a/a

THOMAS COOK (INDIA) LIMITED										
Resolution (1)										
Resolution required: (Ordinary / Special)					SPECIAL					
Whether promoter/ promoter group are interested in the					NO					
Authority to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be.										
Category	Mode of Voting	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	No. of Invalid Votes	% of Votes invalid on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	(9)=[(8)/(2)]*100
Promoter and Promoter Group	E-Voting	248153725	248153725	100.00	248153725	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total		248153725	248153725	100.00	248153725	0	100.00	0.00	0
Public - Institutional holders	E-Voting	73538539	35941271	48.87	30893771	5047500	85.96	14.04	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total		73538539	35941271	48.87	30893771	5047500	85.96	14.04	0
Public-Others	E-Voting	45136627	306211	0.68	284348	21863	92.86	7.14	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		53410	0.12	52769	240	98.80	0.45	401	0.75
	Total		45136627	359621	0.80	337117	22103	93.74	6.15	401
Total	E-Voting	366828891	284401207	77.53	279331844	5069363	98.22	1.78	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		53410	0.01	52769	240	98.80	0.45	401	0.75
	Total		366828891	284454617	77.54	279384613	5069603	98.22	1.78	401



RESULTS OF THE POSTAL BALLOT

In compliance with provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), the Company had provided its members a facility to cast their votes on resolution set forth in the Notice of Postal Ballot either using electronic voting system (e-voting) provided by National Securities Depository Limited (NSDL) or by Postal Ballot Form. The facility of e-voting and voting through Postal Ballot commenced on Wednesday, 23rd August, 2017 at 9.00 a.m. and ended on Thursday, 21st September, 2017 at 5.00 p.m.

Mr. P. N. Parikh [FCS:327] of M/s. Parikh & Associates, Practicing Company Secretaries, was appointed as Scrutinizer to scrutinize the e-voting and voting by Postal Ballot in a fair and transparent manner.

Based on the Scrutinizer's report dated 22nd September, 2017, I the undersigned, hereby declare that the resolution contained in the notice of Postal Ballot dated 9th August, 2017, have been passed with requisite majority as per the details given below:

Authority to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be.

No. of valid votes polled	No. of votes in favour	% votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. of invalid votes
284454216	279384613	98.22	5069603	1.78	401

The above resolution is declared as approved by requisite majority and the last date for receipt of Postal Ballot Forms/casting of votes by E-Voting i.e. Thursday, 21st September, 2017 shall be considered as the date of passing of the said resolution.

For Thomas Cook (India) Limited



Madhavan Menon
Chairman and Managing Director
(DIN: 00008542)

Place: Mumbai
Date: 22nd September, 2017

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

September 22, 2017

To,
Thomas Cook (India) Limited
Thomas Cook Building,
Dr. D. N. Road,
Fort, Mumbai - 400001

Kind Attn: Mr. Amit J. Parekh

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution to give authority to the Board of Directors to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be.

I now enclose the following:

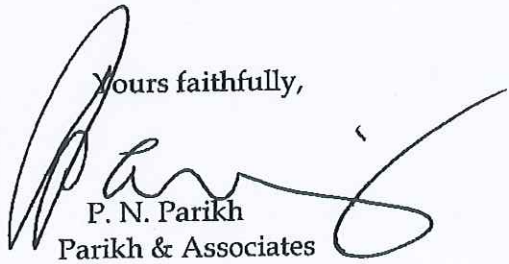
- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the National Securities Depository Limited ('NSDL') e-voting system in respect of the said resolution.

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, of M/s. Parikh & Associates, Practising Company Secretaries, 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 to conduct the postal ballot process in respect of the Special Resolution to give authority to the Board of Directors to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be.

The shareholders of the company holding shares as on the "cut-off" date of August 11, 2017 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on Wednesday, August 23, 2017 at 09:00 a.m. (IST) and ended on Thursday, September 21, 2017 at 05:00 p.m. (IST) and the National Securities Depository Limited ('NSDL') e-voting module was disabled thereafter.

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. Votes cast through Physical ballot forms received up to Thursday, September 21, 2017 at 05:00 p.m. (IST) were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited ('NSDL') e-voting system and the physical ballot forms received respectively and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to physical postal ballots and remote e-voting on the resolution contained in the notice of postal ballot.

My responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolution.



Contd...2

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 Resolution.

Special Resolution to give authority to the Board of Directors to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
281	27,93,84,613	98.22

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
79	50,69,603	1.78

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
4	401



Place: Mumbai

Dated: September 22, 2017



Signature:

Name: P. N. Parikh

Scrutinizer

FCS: 327 CP: 1228