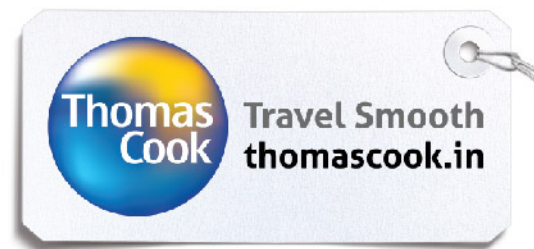


Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717

A FAIRFAX Company



28th September, 2022

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 500413

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

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

Fax No.: 2659 8237/38

Sub: Regulation 30 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Proceedings and details of the voting results of the 45th Annual General Meeting.

Dear Sir/ Madam,

With regard to the 45th Annual General Meeting (“AGM”) of the Company held today, we are enclosing herewith following:

1. Summary of proceedings of AGM as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Annexure - 1.
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Annexure - 2.
3. Report of Scrutinizer dated September 28, 2022, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as Annexure- 3.
4. Amendment in Thomas Cook Employees Stock Option Scheme 2018 – EXECOM (“ESOP 2018 - EXECOM”) pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as Annexure-4

This is for your information and records.

Thank you,

Yours faithfully
For **Thomas Cook (India) Limited**

Amit J. Parekh
Company Secretary & Compliance Officer

Encl.: a/a

ANNEXURE-1

Summary of proceedings of AGM as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

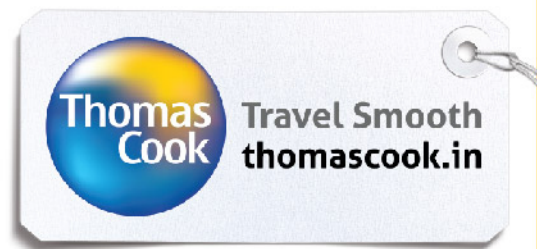
Date of AGM: September 28, 2022

AGENDA- WISE

Item Nos.	Details of Agenda	Resolution required: (Ordinary/Special)	Mode of Voting: Show of hands/Poll*/Post at Ballot/E-Voting	Result
1.	To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended March 31,2022 together with the Reports of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statements for the financial year ended March 31, 2022 together with the Report of the Auditors thereon	Ordinary	E-Voting	The resolution was passed with requisite majority
2.	To re-appoint Mr. Mahesh Iyer (DIN: 07560302), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-Voting	The resolution was passed with requisite majority
3.	To re-appoint M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of AGM of the Company to be held for financial year 2026-2027and to fix their remuneration.	Ordinary	E-Voting	The resolution was passed with requisite majority
4.	To approve amendment in Thomas Cook Employees Stock Option Scheme 2018 – EXECOM (“ESOP 2018 - EXECOM”) pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	Special	E-Voting	The resolution was passed with requisite majority

Thomas Cook (India) Ltd.
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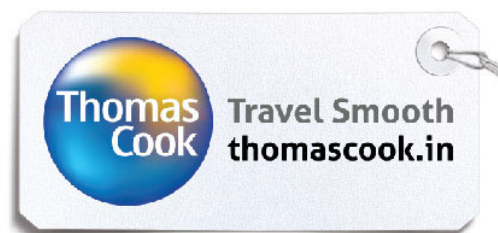
5.	To approve for extending benefits of Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 - EXECOM) to the employees of present and future Subsidiary companies	Special	E-Voting	The resolution was passed with requisite majority
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*E-Voting Facility provided during the AGM.

For Thomas Cook (India) Limited

Amit J. Parekh
Company Secretary and Compliance Officer

Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
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ANNEXURE-2

Record date	21-09-2022
Total number of shareholders on record date	86653
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	54
No. of resolution passed in the meeting	5

Thomas Cook (India) Limited

Resolution Required : (Ordinary)		2 - To re-appoint Mr. Mahesh Iyer (DIN: 07560302), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
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 votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	340258798	340258798	100.0000	340258798	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		340258798	100.0000	340258798	0	100.0000	0.0000	0
Public Institutions	E-Voting	45377673	44151594	97.2981	44151594	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		44151594	97.2981	44151594	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	84744091	1831010	2.1606	1805824	25186	98.6245	1.3755	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1831010	2.1606	1805824	25186	98.6245	1.3755	0
Total		470380562	386241402	82.1125	386216216	25186	99.9935	0.0065	0

Thomas Cook (India) Limited

Resolution Required : (Special)			4 - To approve amendment in Thomas Cook Employees Stock Option Scheme 2018 – EXECOM (“ESOP 2018 - EXECOM”) pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
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 votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	340258798	340258798	100.0000	340258798	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		340258798	100.0000	340258798	0	100.0000	0.0000	0
Public Institutions	E-Voting	45377673	44151594	97.2981	32310677	11840917	73.1812	26.8188	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		44151594	97.2981	32310677	11840917	73.1812	26.8188	0
Public Non Institutions	E-Voting	84744091	1818995	2.1465	1803583	15412	99.1527	0.8473	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1818995	2.1465	1803583	15412	99.1527	0.8473	0
Total		470380562	386229387	82.1100	374373058	11856329	96.9302	3.0698	0

Thomas Cook (India) Limited

Resolution Required : (Special)			5 - To approve for extending benefits of Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 - EXECOM) to the employees of present and future Subsidiary companies.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
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 votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	340258798	340258798	100.0000	340258798	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		340258798	100.0000	340258798	0	100.0000	0.0000	0
Public Institutions	E-Voting	45377673	44151594	97.2981	31429127	12722467	71.1846	28.8154	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		44151594	97.2981	31429127	12722467	71.1846	28.8154	0
Public Non Institutions	E-Voting	84744091	1818992	2.1465	1803614	15378	99.1546	0.8454	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1818992	2.1465	1803614	15378	99.1546	0.8454	0
Total		470380562	386229384	82.1100	373491539	12737845	96.7020	3.2980	0



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 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 e-voting during the AGM for the 45th Annual General Meeting of Thomas Cook (India) Limited held on Wednesday, September 28, 2022 at 3.30 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, P.N. Parikh, of 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, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 45th Annual General Meeting ("AGM") of Thomas Cook (India) Limited on Wednesday, September 28, 2022 at 3.30 p.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The notice dated August 04, 2022, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 05, 2022 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ('CDSL') for conducting remote e-voting and e-voting at the AGM by the Shareholders of the Company.

The voting period for remote e-voting commenced on Sunday, September 25, 2022 (9.00 a.m. IST) and ended on Tuesday, September 27, 2022 (5.00 p.m. IST) and the CDSL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the “cut-off” date of Wednesday, September 21, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked.

I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting during the AGM is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the results of the remote e-voting and e-voting during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statements for the financial year ended March 31, 2022 together with the Report of the Auditors thereon.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
200	38,61,70,723	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	24,445	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To re-appoint Mr. Mahesh Iyer (DIN: 07560302), 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 valid votes cast by them	% of total number of valid votes cast
191	38,62,16,216	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
22	25,186	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

To re-appoint M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
194	38,61,96,107	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17	32,677	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 4: Special Resolution

To approve amendment in Thomas Cook Employees Stock Option Scheme 2018 – EXECOM (“ESOP 2018 - EXECOM”) pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
185	37,43,73,058	96.93

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	1,18,56,329	3.07

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 5: Special Resolution

To approve for extending benefits of Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 - EXECOM) to the employees of present and future Subsidiary companies.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
175	37,34,91,539	96.70

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
37	1,27,37,845	3.30

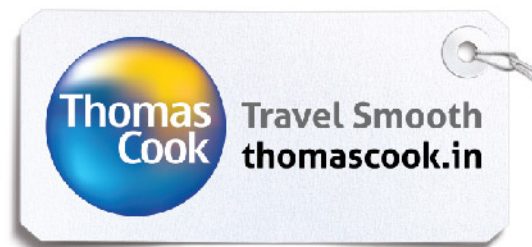
(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

P N Parikh Digitally signed by P N Parikh
Date: 2022.09.28 17:56:29
+05'30'

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
UDIN: F000327D001070154
Place: Mumbai
Dated: September 28, 2022.



ANNEXURE-4

Existing Clause 6	Amendment made in Clause 6
Vesting Schedule / Conditions	Vesting Schedule / Conditions
Options granted under ESOP 2018 - EXECOM would Vest only at the end of 5 years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and certain performance parameters.	Options granted under ESOP 2018 - EXECOM would Vest after 4 years but not later than 7 years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company, conditions specified from time to time and certain performance parameters.
The specific performance parameters will be decided by the Committee from time to time and will be communicated to the employees. The attainment of such performance parameters would be determined by the Committee from time to time which shall be a mandatory condition for vesting of options.	The specific performance parameters will be decided by the Committee from time to time and will be communicated to the employees. The attainment of such performance parameters would be determined by the Committee from time to time which shall be a mandatory condition for vesting of options.

Save and except as stated above, all the other terms and conditions of ESOP 2018 – EXECOM Scheme remain the same.

For Thomas Cook (India) Limited

Amit J. Parekh
Company Secretary and Compliance Officer