

Thomas Cook (India) Limited

11th Floor, Marathon Futurex
N. M. Joshi Marg, Lower Parel (East),
Mumbai - 400 013.
Board No.: +91-22-4242 7000
Fax No. : +91-22-2302 2864



August 23, 2023

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

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

Fax No.: 2659 8237/38

Dear Sir/Madam,

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 46th Annual General Meeting

Dear Sir/ Madam,

With regard to the 46th 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 August 23, 2023, 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. Declaration of dividend of Rs.0.40 (Rupees Forty paise only) per Equity Share of Re.1/- each for the financial year ended 31st March, 2023.
5. Re-appointment Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for reappointment.
6. Continuation of Directorship of Mr. Chandran Ratnaswami (DIN: 00109215), as a Non Executive Director of the Company beyond Seventy-Five (75) years of age

Holidays | Foreign Exchange | Business Travel | MICE | Value Added Services | Visas

Registered & Corporate Office:

Thomas Cook (India) Limited, 11th Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400 013.
Email id: enquiry@thomascook.in CIN No.: L63040MH1978PLC020717
www.thomascook.in

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7. Re-designation and Appointment of Mr. Madhavan Menon (DIN: 00008542) as an Executive Chairman, in the category of a Whole Time Director, with the title as the "Chairman" of the Company for a fresh term of five (5) years commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to July 4, 2026 and continuation of directorship of Mr. Madhavan Menon as a Whole Time Director of the Company beyond Seventy (70) years of age.
8. Re-designation and Appointment of Mr. Mahesh Iyer as Managing Director and Chief Executive Officer (DIN: 07560302) of the Company for a fresh term of five (5) years commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to July 4, 2026.
9. To consider and approve payment of commission to Non Executive Directors (NEDs) of the Company for the Financial Year 2022-23.

This is for your information and records.

Thank you.

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

Amit J. Parekh
Company Secretary and 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:** August 23, 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, 2023 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, 2023 together with the Report of the Auditors thereon.	Ordinary	E-Voting	The resolution was passed with requisite majority
2.	To re-appoint Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-Voting	The resolution was passed with requisite majority
3.	To declare dividend on Equity Shares for the financial year ended March 31, 2023.	Ordinary	E-Voting	The resolution was passed with requisite majority
4.	To approve continuation of Directorship of Mr. Chandran Ratnaswami (DIN: 00109215), as a Non Executive Director of the Company beyond Seventy-Five (75) years of age.	Special	E-Voting	The resolution was passed with requisite majority
5.	To consider and approve re-designation and appointment of Mr. Madhavan Menon (DIN: 00008542) as an Executive Chairman, in the category of a Whole Time Director, with the title as the "Chairman" of the Company for a fresh term of five (5) years commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to	Special	E-Voting	The resolution was passed with requisite majority

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	July 4, 2026 and continuation of directorship of Mr. Madhavan Menon as a Whole Time Director of the Company beyond Seventy (70) years of age.			
6.	To consider and approve re-designation and appointment of Mr. Mahesh Iyer as Managing Director and Chief Executive Officer (DIN: 07560302) of the Company for a fresh term of five (5) years commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to July 4, 2026	Special	E-Voting	The resolution was passed with requisite majority
7.	To consider and approve payment of commission to Non Executive Directors (NEDs) of the Company for the Financial Year 2022-23.	Ordinary	E-Voting	The resolution was passed with requisite majority

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**Annexure 2**

Record Date	16-08-2023
Total number of shareholders on record date	81328
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	75
No. of resolution passed in the meeting	7

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Thomas Cook (India) Limited

Annexure 2

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended March 31, 2023 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, 2023 together with the Report of the Auditors thereon.					
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
		[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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		340258798	100.0000	340258798	0	100.0000	0.0000
Public Institutions	E-Voting	40977642	38984570	95.1362	38984570	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38984570	95.1362	38984570	0	100.0000	0.0000
Public Non Institutions	E-Voting	89144122	4346174	4.8754	4337743	8431	99.8060	0.1940
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4346174	4.8754	4337743	8431	99.8060	0.1940
Total		470380562	383589542	81.5488	383581111	8431	99.9978	0.0022

Thomas Cook (India) Limited

Resolution Required : (Ordinary)			2 - To re-appoint Mr. Chandran Ratnaswami (DIN: 00109215), 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
		[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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		340258798	100.0000	340258798	0	100.0000	0.0000
Public Institutions	E-Voting	40977642	39031254	95.2501	37928728	1102526	97.1753	2.8247
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39031254	95.2501	37928728	1102526	97.1753	2.8247
Public Non Institutions	E-Voting	89144122	4346174	4.8754	4337401	8773	99.7981	0.2019
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4346174	4.8754	4337401	8773	99.7981	0.2019
Total		470380562	383636226	81.5587	382524927	1111299	99.7103	0.2897

Thomas Cook (India) Limited

Resolution Required : (Ordinary)			3 - To declare dividend on Equity Shares for the financial year ended March 31, 2023.					
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
		[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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		340258798	100.0000	340258798	0	100.0000	0.0000
Public Institutions	E-Voting	40977642	39213170	95.6941	39213170	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39213170	95.6941	39213170	0	100.0000	0.0000
Public Non Institutions	E-Voting	89144122	4346174	4.8754	4337734	8440	99.8058	0.1942
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4346174	4.8754	4337734	8440	99.8058	0.1942
Total		470380562	383818142	81.5974	383809702	8440	99.9978	0.0022

Thomas Cook (India) Limited

Resolution Required : (Special)			4 - To approve continuation of Directorship of Mr. Chandran Ratnaswami (DIN: 00109215), as a Non Executive Director of the Company beyond Seventy-Five (75) years of age.					
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
		[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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		340258798	100.0000	340258798	0	100.0000	0.0000
Public Institutions	E-Voting	40977642	39031254	95.2501	37928728	1102526	97.1753	2.8247
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39031254	95.2501	37928728	1102526	97.1753	2.8247
Public Non Institutions	E-Voting	89144122	4346174	4.8754	4328806	17368	99.6004	0.3996
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4346174	4.8754	4328806	17368	99.6004	0.3996
Total		470380562	383636226	81.5587	382516332	1119894	99.7081	0.2919

Thomas Cook (India) Limited

Resolution Required : (Special) 5 - To consider and approve re-designation and appointment of Mr. Madhavan Menon (DIN: 00008542) as an Executive Chairman, in the category of a whole-time director, with the title as the “Chairman” of the Company for a fresh term of five(5)years commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to July 4, 2026 and continuation of directorship of Mr. Madhavan Menon as a Whole Time Director of the Company beyond Seventy (70) years of age

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
Promoter and Promoter Group	E-Voting	340258798	340258798	100.0000	340258798	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		340258798	100.0000	340258798	0	100.0000	0.0000
Public Institutions	E-Voting	40977642	39031254	95.2501	24041060	14990194	61.5944	38.4056
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39031254	95.2501	24041060	14990194	61.5944	38.4056
Public Non Institutions	E-Voting	89144122	4346174	4.8754	4329011	17163	99.6051	0.3949
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4346174	4.8754	4329011	17163	99.6051	0.3949
Total		470380562	383636226	81.5587	368628869	15007357	96.0881	3.9119

Thomas Cook (India) Limited

Resolution Required : (Special)			6 - To consider and approve re-designation and appointment of Mr. Mahesh Iyer as Managing Director and Chief Executive Officer of the Company for a fresh term of five (5) years commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to July 4, 2026.					
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
		[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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		340258798	100.0000	340258798	0	100.0000	0.0000
Public Institutions	E-Voting	40977642	39031254	95.2501	37932153	1099101	97.1840	2.8160
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39031254	95.2501	37932153	1099101	97.1840	2.8160
Public Non Institutions	E-Voting	89144122	4346174	4.8754	4337545	8629	99.8015	0.1985
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4346174	4.8754	4337545	8629	99.8015	0.1985
Total		470380562	383636226	81.5587	382528496	1107730	99.7113	0.2887

Thomas Cook (India) Limited

Resolution Required : (Ordinary)			7 - To consider and approve payment of commission to Non-Executive Directors (NED's) of the Company for the Financial Year 2022-23.					
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
		[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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		340258798	100.0000	340258798	0	100.0000	0.0000
Public Institutions	E-Voting	40977642	39031254	95.2501	39031254	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39031254	95.2501	39031254	0	100.0000	0.0000
Public Non Institutions	E-Voting	89144122	4346174	4.8754	4337420	8754	99.7986	0.2014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4346174	4.8754	4337420	8754	99.7986	0.2014
Total		470380562	383636226	81.5587	383627472	8754	99.9977	0.0023



To,
The Chairman
Thomas Cook (India) Limited
11th Floor, Marathon Futurex,
NM Joshi Marg, Lower Parel East,
Mumbai 400013

Dear Sir,

Sub: Consolidated Scrutinizer's Report on 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 for the 46th Annual General Meeting of Thomas Cook (India) Limited held on Wednesday, August 23, 2023 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 46th Annual General Meeting ("AGM") of Thomas Cook (India) Limited on Wednesday, August 23, 2023 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 July 05, 2023, 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, May 05, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting and e-voting at the AGM by the Shareholders of the Company.

Continuation Sheet

The voting period for remote e-voting commenced on Sunday, August 20, 2023 (9.00 a.m. IST) and ended on Tuesday, August 22, 2023 (5.00 p.m. IST) and the NSDL 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, August 16, 2023 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 NSDL 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, 2023 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, 2023 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
202	38,35,81,111	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	8,431	0.00

(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. Chandran Ratnaswami (DIN: 00109215), 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
183	38,25,24,927	99.71

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	11,11,299	0.29

(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 declare dividend on Equity Shares for the financial year ended March 31, 2023.**(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
205	38,38,09,702	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	8,440	0.00

(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 continuation of Directorship of Mr. Chandran Ratnaswami (DIN: 00109215), as a Non Executive Director of the Company beyond Seventy-Five (75) years of age.

(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
180	38,25,16,332	99.71

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	11,19,894	0.29

(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 consider and approve re-designation and appointment of Mr. Madhavan Menon (DIN: 00008542) as an Executive Chairman, in the category of a Whole Time Director, with the title as the “Chairman” of the Company for a fresh term of five (5) years commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to July 4, 2026 and continuation of directorship of Mr. Madhavan Menon as a Whole Time Director of the Company beyond Seventy (70) years of age.

(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
181	36,86,28,869	96.09

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	1,50,07,357	3.91

(iii) Invalid votes:

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

Resolution 6: Special Resolution

To consider and approve re-designation and appointment of Mr. Mahesh Iyer as Managing Director and Chief Executive Officer of the Company for a fresh term of five (5) years commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to July 4, 2026.

(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
183	38,25,28,496	99.71

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	11,07,730	0.29

(iii) **Invalid** votes:

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

Resolution 7: Ordinary Resolution

To consider and approve payment of commission to Non Executive Directors (NEDs) of the Company for the Financial Year 2022-23.

(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
199	38,36,27,472	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	8,754	0.00

(iii) **Invalid** votes:

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

Thanking you,
Yours faithfully,

**Pravinchandra
Nahalchand
Parikh
P.N. Parikh**

Digitally signed by Pravinchandra Nahalchand Parikh
DN: c=IN, o=Personal, title=5274,
pseudonym=F10EC2DFD5F1B59115F8D3A068F04F
788ED98B2,
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postalCode=400104, st=Maharashtra,
serialNumber=E6A5DFE9F9F1E9732378E198497C98E
1A0A5543AFAE294FE7C98B0C5E69C2FC,
cn=Pravinchandra Nahalchand Parikh
Date: 2023.08.23 19:08:42 +05'30'

Parikh & Associates

Practising Company Secretaries

FCS: 327 CP No: 1228

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Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai – 400053

UDIN: F000327E000851474

P/R No.: 1129/2021

Place: Mumbai

Dated: August 23, 2023.