

**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



April 27, 2023

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

Dear Sir/ Madam,

**Sub: Postal Ballot Result Declaration along with the Scrutinizer's Report in respect of the Postal Ballot Notice dated 24th March, 2023**

In continuation with our intimation dated March 27, 2023 enclosing the copy of Postal Ballot Notice and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:

1. Results of Postal Ballot and e-voting: Annexure – I
2. Declaration of results of Postal Ballot and e-voting: Annexure – II
3. Scrutinizer's Report: Annexure – III

The resolutions as proposed in the Postal Ballot Notice have been passed by the shareholders by e-voting process with requisite majority.

The voting results along with the scrutinizers report are also made available on the company's website at: [www.thomascook.in](http://www.thomascook.in) and website of National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the above on record.

Thank you.

Yours faithfully,

For **Thomas Cook (India) Limited**

**Amit J. Parekh**  
Company Secretary and Compliance Officer

Encl: a/a

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](http://www.thomascook.in)

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**THOMAS COOK (INDIA) LIMITED**

DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44 OF LISTING REGULATIONS		
Sr. No.	Particulars	Details
1.	Date of the Notice of Postal Ballot	: March 24, 2023
2.	Deemed date of declaration of result of Postal Ballot	: April 26, 2023
3.	Total Number of shareholders as on cut-off date i.e. March 24, 2023	: 81471
4.	Number of Shareholders present in the Meeting either in person or through proxy	: NA
	Promoter and Promoter Group	:
	Public	:
5.	Number of Shareholders attended the Meeting through Video Conferencing	: NA
	Promoter and Promoter Group	:
	Public	:
6.	Mode of voting	: Remote e-voting

For **Thomas Cook (India) Limited**

**Amit J. Parekh**

Company Secretary and Compliance Officer

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

<b>Thomas Cook (India) Limited</b>									
<b>Resolution Required : (Special)</b>			<b>1 - Payment of remuneration to Mr. Madhavan Menon (DIN:00008542), Chairman and Managing Director and minimum remuneration in case of inadequacy of profits for the period commencing from March 1, 2023 to February 28, 2025.</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>	<b>No. of votes Invalid</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={{[2]/[1]}*100}</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={{[4]/[2]}*100}</b>	<b>[7]={{[5]/[2]}*100}</b>	<b>[8]</b>
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
	<b>Total</b>		<b>340258798</b>	<b>100.0000</b>	<b>340258798</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	45615048	44410776	97.3599	3425	44407351	0.0077	99.9923	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>44410776</b>	<b>97.3599</b>	<b>3425</b>	<b>44407351</b>	<b>0.0077</b>	<b>99.9923</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	84506716	693774	0.8210	646787	46987	93.2273	6.7727	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>693774</b>	<b>0.8210</b>	<b>646787</b>	<b>46987</b>	<b>93.2273</b>	<b>6.7727</b>	<b>0.0000</b>
<b>Total</b>		<b>470380562</b>	<b>385363348</b>	<b>81.9259</b>	<b>340909010</b>	<b>44454338</b>	<b>88.4643</b>	<b>11.5357</b>	<b>0</b>

## Thomas Cook (India) Limited

**Resolution Required : (Special)**      **2 - Re-appointment of Mr. Mahesh Iyer (DIN: 07560302), as Executive Director and Chief executive officer of the Company for a term of 5 years from May 29, 2023 to May 28, 2028 and fixation of remuneration and minimum remuneration in case of inadequacy of profits for the period commencing from May 29, 2023 to May 28, 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	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
	<b>Total</b>		<b>340258798</b>	<b>100.0000</b>	<b>340258798</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	45615048	44410776	97.3599	13827905	30582871	31.1364	68.8636	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>44410776</b>	<b>97.3599</b>	<b>13827905</b>	<b>30582871</b>	<b>31.1364</b>	<b>68.8636</b>	<b>0</b>
Public Non Institutions	E-Voting	84506716	692804	0.8198	657449	35355	94.8968	5.1032	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>692804</b>	<b>0.8198</b>	<b>657449</b>	<b>35355</b>	<b>94.8968</b>	<b>5.1032</b>	<b>0</b>
<b>Total</b>		<b>470380562</b>	<b>385362378</b>	<b>81.9257</b>	<b>354744152</b>	<b>30618226</b>	<b>92.0547</b>	<b>7.9453</b>	<b>0</b>

**Annexure II****RESULT OF POSTAL BALLOT**

In Compliance with the provisions of Sections 110 of Companies Act, 2013 as amended (hereinafter referred to as the 'Act') read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules') (including any statutory modification(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 resolutions set forth in the Notice of Postal Ballot dated 24th March, 2023 using Electronic Voting system (E-Voting) provided by National Securities Depository Limited (NSDL). The facility of remote e-voting period had commenced on 9.00 a.m. (IST) on Tuesday, March 28, 2023 and ended at 5.00 p.m. (IST) on Wednesday, April 26, 2023.

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

Based on the Scrutinizer's report dated 27th April, 2023, I the undersigned, hereby declare that the below resolutions contained in the notice of Postal Ballot dated 24th March, 2023, have been passed with requisite majority as per the details given below:

- 1) Approval of payment of remuneration to Mr. Madhavan Menon (DIN:00008542), Chairman and Managing Director and minimum remuneration in case of inadequacy of profits for the period commencing from March 1, 2023 to February 28, 2025**

No. of votes cast	No. of votes in favour	% votes in favour on votes Polled	No. of votes against	% votes against on votes Polled	No. of invalid votes
38,53,63,348	34,09,09,010	88.46	4,44,54,338	11.54	0

- 2) Approval for re-appointment of Mr. Mahesh Iyer (DIN: 07560302), as Executive Director and Chief executive officer of the Company for a term of 5 years from May 29, 2023 to May 28, 2028 and fixation of remuneration and minimum remuneration in case of inadequacy of profits for the period commencing from May 29, 2023 to May 28, 2026.**

No. of votes cast	No. of votes in favour	% votes in favour on votes Polled	No. of votes against	% votes against on votes Polled	No. of invalid votes
38,53,62,378	35,47,44,152	92.05	3,06,18,226	7.95	0

The above resolutions are declared as approved by requisite majority and the last date for e-voting was Wednesday, April 26, 2023, which shall be considered as the date of passing of the said resolutions.

For **Thomas Cook (India) Limited**

**Amit J. Parekh**

Company Secretary and Compliance Officer



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

### **Report of Scrutinizer**

I, P.N. Parikh, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 327 CP 1228), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the Postal ballot through electronic voting process ("remote e-voting") in respect of the following Special Resolutions:

1. Approval of payment of remuneration to Mr. Madhavan Menon (DIN:00008542), Chairman and Managing Director of the Company and minimum remuneration in case of inadequacy of profits for the period commencing from March 1, 2023 to February 28, 2025.
2. Approval for re-appointment of Mr. Mahesh Iyer (DIN: 07560302), as Executive Director and Chief executive officer of the Company for a term of 5 years from May 29, 2023 to May 28, 2028 and fixation of remuneration and minimum remuneration in case of inadequacy of profits for the period commencing from May 29, 2023 to May 28, 2026.

Pursuant to the Postal Ballot Notice dated March 24, 2023, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, and Circular No.10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 5, 2022 and Circular No. 11 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated March 24, 2023 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolutions, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, March 24, 2023 were entitled to vote on the resolution as contained in the Notice.

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The voting period for remote e-voting commenced on Tuesday, March 28, 2023 at 09:00 a.m. (IST) and ended on Wednesday, April 26, 2023 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a 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, rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said Resolutions.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolutions as under:

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**Resolution 1: Special Resolution**

**Approval of payment of remuneration to Mr. Madhavan Menon (DIN:00008542), Chairman and Managing Director of the Company and minimum remuneration in case of inadequacy of profits for the period commencing from March 1, 2023 to February 28, 2025.**

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
297	34,09,09,010	88.46

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
70	4,44,54,338	11.54

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
NIL	NIL

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**Resolution 2: Special Resolution**

**Approval for re-appointment of Mr. Mahesh Iyer (DIN: 07560302), as Executive Director and Chief executive officer of the Company for a term of 5 years from May 29, 2023 to May 28, 2028 and fixation of remuneration and minimum remuneration in case of inadequacy of profits for the period commencing from May 29, 2023 to May 28, 2026.**

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
296	35,47,44,152	92.05

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
64	3,06,18,226	7.95

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
NIL	NIL

Pravinchandra  
Nahalchand  
Signature: Parikh  
Name: P.N. Parikh  
Scrutinizer  
FCS: 327 CP: 1228  
UDIN: F000327E0002033  
P/R No. 1129/2021

Digitally signed by Pravinchandra Nahalchand Parikh  
DN: cn=P.N. Parikh, o=CPA,  
c=IN, email=pravinchandra.nahalchand.parikh@cpa.com,  
serial=123456789, version=3, uri=http://www.cpaindia.com,  
CN=Pravinchandra Nahalchand Parikh

Dated: April 27, 2023  
Place: Mumbai