

August 20, 2019

The General Manager
Department of Corporate Services,
BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers, Dalal Street,
Mumbai – 400 001
Security Code – 539978

The Manager
Department of Corporate Services,
National Stock Exchange of India Limited
Exchange Plaza, Bandra- Kundra Complex,
Bandra (East),
Mumbai – 400 001
NSE Symbol – QUESS

Dear Sir/ Madam,

Sub: Summary of Proceedings and Voting Results of the Meeting of the Equity Shareholders of Quess Corp Limited ("the Company") convened as per order of the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT") on August 20, 2019

Please be informed that the Meeting of the Equity Shareholders of the Company convened by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("Meeting") was held on Tuesday, August 20, 2019 at 10.00 a.m. at Novotel Hotel, Opposite RMZ Ecospace Business Park, Sarjapur Outer Ring Road, Bengaluru - 560103. The item of business contained in the Notice of the Meeting dated July 12, 2019, to approve the Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited and Travel Corporation (India) Limited and TC Travel Services Limited and TC Forex Services Limited and SOTC Travel Management Private Limited and Quess Corp Limited and respective Shareholders ("**Scheme**"), was transacted and passed by the shareholders with requisite majority.

In connection with the same, please find enclosed herewith the following:

1. Summary of the proceedings of the meeting of the Company, as required under Regulation 30 and Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**the Listing Regulations**") - **Annexure 1.**
2. Consolidated voting results of the postal ballot, remote e-voting together with the voting conducted at the Meeting venue, in relation to the business transacted at the Meeting, as required under Regulation 44 of the Listing Regulations, attached and marked as **Annexure 2A** (including promoter and promoter group) and **Annexure 2B** (excluding promoter and promoter group).

[Handwritten Signature]



Quess Corp Limited

Quess House, 3/3/2, Bellandur Gate, Sarjapur Road, Bengaluru-560103, Karnataka, India
Tel: +91 80 6105 6001 | connect@quesscorp.com | CIN No.L74140KA2007PLC043909

www.quesscorp.com

3. The Scrutinizer's Report dated August 20, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexures 3A and 3B.**

The voting results along with the Scrutinizer's Report will be uploaded on the Company's website.

You are kindly requested to take the same on record.

Thanking you,

Yours faithfully

For Quess Corp Limited



Kundan K Lal
VP- Legal & Company Secretary



Annexure-1

Summary of the proceedings of the NCLT Convened Meetings

Pursuant to the Order dated June 28, 2019 passed by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT") the separate meeting of the Equity Shareholders, Secured Creditor and Unsecured Creditors of the Company were held on August 20, 2019 at 10:00 A.M., 11:30 A.M. and 12:00 Noon respectively at Novotel Hotel, Opposite RMZ Ecospace Business Park, Sarjapur Outer Ring Road, Bengaluru – 560103 for approving the Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited and Travel Corporation (India) Limited and TC Travel Services Limited and TC Forex Services Limited and SOTC Travel Management Private Limited and Qess Corp Limited and respective Shareholders ("Scheme").

The Company Secretary of the Company welcomed the shareholders and introduced Prof. Dr. R Venkata Rao, Chairman of the meeting before commencement of proceedings of the Equity Shareholders meeting at 10:00 A.M.

Prof. Dr. R Venkata Rao, Ex-Independent Director of Bharat Electronics Limited, the Chairman of the meeting as duly appointed by Hon'ble NCLT chaired the meeting. Ms. Manjula B S, Practicing Cost Accountant was appointed as the Scrutinizer by the Hon'ble NCLT to conduct the postal ballot process, remote e-voting and Poll at the respective meetings in an independent and fair manner was also present at the meeting.

The Chairman declared the meeting as validly convened, since the requisite quorum was present. Mr. Ajit Isaac, Managing Director, Mr. Subrata Kumar Nag, Executive Director & CEO and Mr. Subramanian Ramakrishnan, CFO of the Company attended the Meeting to respond queries raised by the shareholders. The requisite quorum being present the Chairman called the meeting to order.

The Notice of the Meeting, the Explanatory statement under sections 230(4) to 232, 52, 55, 66 and 102 of the Companies Act, 2013 read with rules framed thereunder and the Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited and Travel Corporation (India) Limited and TC Travel Services Limited and TC Forex Services Limited and SOTC Travel Management Private Limited and Qess Corp Limited and respective Shareholders were dispatched to all the Shareholders, Secured Creditors and Unsecured Creditors. With the permission of the Members, the Notice convening the Meeting was taken as read.

The Chairman informed the Members that as required under the Companies Act, 2013 read with companies (compromises, Arrangements and Amalgamations) Rules, 2016 and the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the company had provided its shareholders the facility of Postal Ballot and remote e-voting administered by the National Securities Depository Limited ("NSDL") was made available



from Saturday, July 20, 2019 from 9:00 A.M. to Monday, August 19, 2019 till 5:00 P.M. (inclusive of both the days) and the facility of voting through Ballot Paper was provided at the Meeting venue to those who did not cast their votes through remote e-voting system and postal ballot. The votes cast at the Meeting will be added to the votes cast through postal ballot and remote e-voting, for the declaration of results.

The procedure for electronic voting at the Meeting was explained by the Company Secretary. The Chairman informed that the Members who were present at the Meeting but had not cast their votes by way of postal ballot or remote e-voting may cast the votes at the Meeting.

The chairman then invited the Members to speak at the Meeting on the resolution proposed at the Meeting. The queries raised by the members were replied by Mr. Ajit Isaac, Managing Director and Mr. Subrata Nag, Executive Director & CEO of the Company.

The Chairman thanked the Members for attending and participating in the Meeting. The Chairman authorised the Ms. Manjula B S, Practicing Cost Accountant to oversee the voting process and announce the results within the prescribed period.

After giving opportunity to the Members present to cast their vote, the Chairman announced the closure of the voting and gave vote of thanks. Thereafter, the Company Secretary gave vote of thanks.

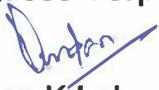
The Meeting of Equity Shareholders concluded at 11:10 a.m.

The Scrutinizer's Report was received after the conclusion of the Meeting on August 20, 2019 and as set out therein the said Resolution was declared passed with the requisite majority.

We request you to take the above information on record.

Thanking You,

For Quess Corp Limited


Kundan K Lal
VP- Legal & Company Secretary



Quess Corp Limited								
Resolution Required : (Special)			1 -Considering and, if thought fit, approving, with or without modification the Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited and Travel Corporation (India) Limited and TC Travel Services Limited and TC Forex Services Limited and SOTC Travel Management Private Limited and Quess Corp Limited and their respective shareholders					
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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	104368994	104368994	100.0000	104368994	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		104368994	100.0000	104368994	0	100.0000	0.0000
Public Institutions	E-Voting	29488421	24313253	82.4502	24313253	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		24313253	82.4502	24313253	0	100.0000	0.0000
Public Non Institutions	E-Voting	12246513	831340	6.7884	830267	1073	99.8709	0.1291
	Poll		263	0.0021	263	0	100.0000	0.0000
	Postal Ballot		472	0.0039	472	0	100.0000	0.0000
	Total		832075	6.7944	831002	1073	99.8710	0.1290
Total		146103928	129514322	88.6453	129513249	1073	99.9992	0.0008

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Quess Corp Limited								
Resolution Required : (Special)			1 - Considering and, if thought fit, approving, with or without modification the Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited and Travel Corporation (India) Limited and TC Travel Services Limited and TC Forex Services Limited and SOTC Travel Management Private Limited and Quess Corp Limited and their respective shareholders					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	104368994	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	29488421	24313253	82.4502	24313253	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		24313253	82.4502	24313253	0	100.0000	0.0000
Public Non Institutions	E-Voting	12246513	831340	6.7884	830267	1073	99.8709	0.1291
	Poll		263	0.0021	263	0	100.0000	0.0000
	Postal Ballot		472	0.0039	472	0	100.0000	0.0000
	Total		832075	6.7944	831002	1073	99.8710	0.1290
Total		146103928	25145328	17.2106	25144255	1073	99.9957	0.0043

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CONSOLIDATED
SCRUTINIZER'S REPORT

To,
Prof. Dr. R. Venkata Rao,
Chairperson of the NCLT convened meeting of the Equity Shareholders
Quess Corp Limited (CIN: L74140KA2007PLC043909)
Regd. Office: 3/3/2 Bellandur Gate, Sarjapur Road
Bengaluru - 560103, Karnataka

Hon'ble Chairperson,

Sub:Consolidated Scrutinizer's Report with respect to voting by shareholders (including promoters and promoter group) of Quess Corp Limited through remote e-voting process, postal ballot and voting at the venue of the meeting pursuant to Sections 108, 110 and 230(6) of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and as per the directions issued by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("Hon'ble Tribunal" or "NCLT") vide its order dated June 28, 2019 in CA (CAA)No. 38/BB/2019.

I, Manjula B S, Practicing Cost Accountant was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. voting through Postal Ballot, Remote e-voting and Ballot paper at the venue of the meeting in a fair and transparent manner, of the Equity Shareholders (including promoters and promoter group) of Quess Corp Limited convened by the said order of NCLT and held on Tuesday, August 20, 2019, at 10.00 a.m. at Novotel Hotel, Opposite RMZ Ecospace Business Park, Sarjapur Outer Ring Road, Bengaluru - 560103, pursuant to the provisions of the Companies Act, 2013 ("Act") read with applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), on the resolution seeking approval of the equity shareholders to the Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited and Travel Corporation (India) Limited and TC Travel Services Limited and TC Forex Services Limited and SOTC Travel Management Private Limited and Quess Corp Limited and their respective shareholders ("**Scheme**"), in terms of the Notice dated July 12, 2019, convening the said meeting.

I submit my report as under:-

1. The Company had appointed National Securities Depository Limited ("**NSDL**") as the agency for providing the e-voting platform to the equity shareholders of the Company.

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2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening NCLT convened meeting of the equity shareholders. My responsibility as the Scrutinizer for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers, e-voting process and electronic ballot at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic ballot at the meeting provided by NSDL.
3. The Cut-off date was July 11, 2019 for the purpose of deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through electronic ballot at the venue of the meeting on the resolution seeking their approval.
4. The voting period for remote e-voting and postal ballot commenced **on Saturday, July 20, 2019 at 09:00 A.M. and ended on Monday, August 19, 2019 at 05:00 P.M.** The e-voting platform has been provided by National Securities Depository Limited ("**NSDL**") through its designated website i.e. <https://evoting.nsdl.co.in>.
5. As confirmed by the Company, the Notice dated July 12, 2019 convening the meeting of the equity shareholders of the Company along with the Scheme and Explanatory Statement under Sections 102, 110, 230(3), 232(2) of the Act read with and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Form of Proxy, Attendance Slip and Postal Ballot Form was sent to the equity shareholders in respect of the resolution to be passed at the meeting.
6. The remote e-voting module was disabled and blocked by NSDL for voting after 5 p.m. on Monday, August 19, 2019.
7. At the NCLT Convened Meeting, voting through Ballot paper was conducted under the supervision of Hon'ble Chairperson appointed by the Tribunal. One (1) ballot box was kept for voting at the meeting and the ballot box was locked in my presence. After the completion of voting at the NCLT Convened Meeting, the ballot box was opened in my presence and Ballot papers were diligently scrutinized.
8. Thereafter, Ballot papers and postal ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and authorizations/ proxies etc. lodged with the Company.

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9. There were no invalid votes.
10. I then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of NSDL in the presence of two witnesses who are not in the employment of the Company.
11. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ("RTA") and the authorisations/proxies lodged with the Company/ Company's RTA.
12. The Resolution placed before the shareholders and the consolidated result of the voting on the same through postal ballot forms received, e-voting and voting through electronic ballot at the venue of the meeting seeking approval of the equity shareholders (including promoters and promoter group) of the Company are given below.

Resolution-

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read along with Section 52 and 66 and other applicable provisions of the Companies Act, 2013 , the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, the observation letters issued by each of the BSE Limited dated May 21, 2019 and the National Stock Exchange of India Limited, dated May 22, 2019 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bengaluru Bench (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement amongst Thomas Cook (India) Limited and Travel Corporation (India) Limited and TC Travel Services Limited and TC Forex Services Limited and SOTC Travel Management Private Limited and Ques Corp Limited and their respective shareholders (“Scheme”) placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

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RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter called the 'Board', which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required or directed by NCLT while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board of Directors may deem fit and proper."

A1. Voted in favour of the resolution

Particulars	No. of voters	No. of Equity Shares	% of total number of valid votes cast
Postal Ballot	8	472	100
E Voting	281	129512514	99.9992
Voting at Venue	8	263	100
Total	297	129513249	99.9992

A2. Voting against the resolution

Particulars	No. of voters	No. of Equity Shares	% of total number of valid votes cast
Postal Ballot	0	0	0
E Voting	11	1073	0.0008
Voting at Venue	0	0	0
Total	11	1073	0.0008

A3. Invalid Votes

Particulars	No. of voters	No. of Equity Shares
Postal Ballot	0	0
E Voting	0	0
Voting at Venue	0	0
Total	0	0

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13. Based on the aforesaid results, I report that the Resolution contained in the Notice dated July 12, 2019, convening NCLT convened meeting of equity shareholders has been passed by the equity shareholders with requisite majority.
14. All registers, relevant records and other incidental papers related to electronic voting, postal ballot papers and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,



Manjula B S
Practicing Cost Accountant
Scrutinizer appointed for the NCLT convened meeting
Membership No.: 17004

Place: Bengaluru
Date: August 20, 2019

CONSOLIDATED
SCRUTINIZER'S REPORT

To,

Prof. Dr. R. Venkata Rao,

Chairperson of the NCLT convened meeting of the Equity Shareholders
Quess Corp Limited (CIN: L74140KA2007PLC043909)
Regd. Office: 3/3/2 Bellandur Gate, Sarjapur Road
Bengaluru - 560103, Karnataka

Hon'ble Chairperson,

Sub: Consolidated Scrutinizer's Report with respect to voting by shareholders (excluding promoters and promoter group) of Quess Corp Limited through remote e-voting process, postal ballot and voting at the venue of the meeting pursuant to Sections 108, 110 and 230(6) of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and as per the directions issued by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("Hon'ble Tribunal" or "NCLT") vide its order dated June 28, 2019 in CA (CAA)No. 38/BB/2019.

I, Manjula B S, Practicing Cost Accountant was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. voting through Postal Ballot, Remote e-voting and Ballot paper at the venue of the meeting in a fair and transparent manner, of the Equity Shareholders (excluding promoters and promoter group) of Quess Corp Limited convened by the said order of NCLT and held on Tuesday, August 20, 2019, at 10.00 a.m. at Novotel Hotel, Opposite RMZ Ecospace Business Park, Sarjapur Outer Ring Road, Bengaluru - 560103, pursuant to the provisions of the Companies Act, 2013 ("Act") read with applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), on the resolution seeking approval of the equity shareholders to the Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited and Travel Corporation (India) Limited and TC Travel Services Limited and TC Forex Services Limited and SOTC Travel Management Private Limited and Quess Corp Limited and their respective shareholders ("**Scheme**"), in terms of the Notice dated July 12, 2019, convening the said meeting.

M.S.



I submit my report as under:-

1. The Company had appointed National Securities Depository Limited ("**NSDL**") as the agency for providing the e-voting platform to the equity shareholders of the Company.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening NCLT convened meeting of the equity shareholders. My responsibility as the Scrutinizer for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers, e-voting process and electronic ballot at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic ballot at the meeting provided by NSDL.
3. The Cut-off date was July 11, 2019 for the purpose of deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through electronic ballot at the venue of the meeting on the resolution seeking their approval.
4. The voting period for remote e-voting and postal ballot commenced **on Saturday, July 20, 2019 at 09:00 A.M. and ended on Monday, August 19, 2019 at 05:00 P.M.** The e-voting platform has been provided by National Securities Depository Limited ("**NSDL**") through its designated website i.e. <https://evoting.nsdl.co.in>.
5. As confirmed by the Company, the Notice dated July 12, 2019 convening the meeting of the equity shareholders of the Company along with the Scheme and Explanatory Statement under Sections 102, 110, 230(3), 232(2) of the Act read with and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Form of Proxy, Attendance Slip and Postal Ballot Form was sent to the equity shareholders in respect of the resolution to be passed at the meeting.
6. The remote e-voting module was disabled and blocked by NSDL for voting after 5 p.m. on Monday, August 19, 2019.
7. At the NCLT Convened Meeting, voting through Ballot paper was conducted under the supervision of Hon'ble Chairperson appointed by the Tribunal. One (1) ballot box was kept for voting at the meeting and the ballot box was locked in my presence. After the completion of voting at the NCLT Convened Meeting, the ballot box was opened in my presence and Ballot papers were

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diligently scrutinized.

8. Thereafter, Ballot papers and postal ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and authorizations/ proxies etc. lodged with the Company.
9. There were no invalid votes.
10. I then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of NSDL in the presence of two witnesses who are not in the employment of the Company.
11. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ("RTA") and the authorisations / proxies lodged with the Company/ Company's RTA.
12. The Resolution placed before the shareholders and the consolidated result of the voting on the same through postal ballot forms received, e-voting and voting through electronic ballot at the venue of the meeting seeking approval of the equity shareholders (excluding promoters and promoter group) of the Company are given below.

Resolution-

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read along with Section 52 and 66 and other applicable provisions of the Companies Act, 2013 , the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, the observation letters issued by each of the BSE Limited dated May 21, 2019 and the National Stock Exchange of India Limited, dated May 22, 2019 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bengaluru Bench (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement amongst Thomas Cook (India) Limited and Travel Corporation (India) Limited and TC Travel Services Limited and TC Forex Services Limited and SOTC Travel Management Private Limited and Quess Corp Limited and



their respective shareholders ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter called the 'Board', which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required or directed by NCLT while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board of Directors may deem fit and proper."

A1. Voted in favour of the resolution

Particulars	No. of voters	No. of Equity Shares	% of total number of valid votes cast
Postal Ballot	8	472	100
E Voting	278	25143520	99.9957
Voting at Venue	8	263	100
Total	294	25144255	99.9957

A2. Voting against the resolution

Particulars	No. of voters	No. of Equity Shares	% of total number of valid votes cast
Postal Ballot	0	0	0
E Voting	11	1073	0.0043
Voting at Venue	0	0	0
Total	11	1073	0.0043

A3. Invalid Votes

Particulars	No. of voters	No. of Equity Shares
Postal Ballot	0	0
E Voting	0	0
Voting at Venue	0	0
Total	0	0

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13. Based on the aforesaid results, I report that the Resolution contained in the Notice dated July 12, 2019, convening NCLT convened meeting of the equity shareholders has been passed by Public shareholders with requisite majority.
14. All registers, relevant records and other incidental papers related to electronic voting, postal ballot papers and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,



Manjula B S
Practicing Cost Accountant
Scrutinizer appointed for the NCLT convened meeting
Membership No.: 17004

Place: Bengaluru
Date: August 20, 2019