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ANNEX I

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: Thomas Cook (India) Limited
2. Quarter ending: 30th September, 2019

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointm ent	Date of Re-appointm ent	Date of Cessation	Tenu re *	Date of Birth	No. Of directorsh ip in listed entities including this listed entity  [in reference to Regulation 17A(1)]	No of Independen t Directors hip in listed entities including this listed entity  [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity  (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Madhavan Menon	DIN:00008542 PAN:AAGPM4373G	Chairman and Managing Director	01-05-2000	01-03-2015			12-02-1955	2	0	6	1
Mr.	Mahesh Iyer <sup>A</sup>	DIN:07560302 PAN:AACPI7788R	Executive Director and Chief Executive Officer	29-05-2018	-			04-05-1972	1	0	1	0
Mr.	Sumit Maheshwari <sup>^^</sup>	DIN: 06920646 PAN: AJWPM7658P	Non Executive Non Independent Director	27-09-2018	-			27-11-1982	2	0	8	0

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Mr.	Chandran Ratnaswami #	DIN: 00109215 PAN: AURPR5569C	Non Executive Non Independent Director	22-08-2012	-			11-05-1949	3	0	3	0
Mr.	Pravir Kumar Vohra@	DIN: 00082545 PAN: ABKPV7152P	Non Executive Independent Director	10-04-2015	-		54	18-05-1954	3	3	6	2
Mr.	Nilesh Vikamsey **	DIN: 00031213 PAN: AABPV3680Q	Non Executive Independent Director	23-12-2015	-		45	16-08-1964	6	5	10	2
Mr.	Sunil Mathur **	DIN: 00013239 PAN: AGWPM9645F	Non Executive Independent Director	23-12-2015	-		45	11-10-1944	4	4	9	3
Mrs.	Kishori Udeshi %	DIN: 01344073 PAN: AAOPU0773E	Non Executive Independent Director	16-09-2014	16-09-2019		60	13-10-1943	5	5	7	2
		Whether Regular chairperson appointed: Yes										
		Whether Chairperson is related to managing director or CEO: Chairperson is also the Managing Director of the Company										
		<p>\$PAN of any director would not be displayed on the website of Stock Exchange</p> <p>&amp;Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>										

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^Mr. Mahesh Iyer was appointed by the Board of Directors on 29th May, 2018 as an Additional Executive Director and Chief Executive Officer. On 27th September, 2018 his appointment was regularised by the shareholders. Further, being a Director liable to retire by rotation Mr. Iyer was re-appointed as Executive Director and Chief Executive Officer on 9th August, 2019.

^^ Mr. Sumit Maheshwari was appointed by the Board of Directors on 27th September, 2018 as an Additional Non-Executive Director, liable to retire by rotation. On 9th August, 2019 his appointment was regularised by the shareholders.

# Mr. Chandran Ratnaswami was appointed by the Board of Directors on 22nd August, 2012 as an Additional Non-Executive Director. On 6th June, 2013 his appointment was regularised by the shareholders. Further, being a Director liable to retire by rotation Mr. Ratnaswami was re-appointed as Non-Executive Director on 27th September, 2018.

@ Mr. Pravir Kumar Vohra was appointed by the Board of Directors on 10th April, 2015 as an Additional Non-Executive Independent Director. On 27th August, 2015 his appointment was regularised by the shareholders.

\*\* Mr. Nilesh Vikamsey and Mr. Sunil Mathur were appointed by the Board of Directors on 23rd December, 2015 as Additional Non-Executive Independent Directors. On 2nd September, 2016 their appointment was regularised by the shareholders.

%Mrs. Kishori Udeshi's initial appointment was done by the Board of Directors on 25th January, 2013 as per Companies Act, 1956. She was appointed as an Independent Director on 16th September, 2014 for a period of 5 years as per the requirement of Companies Act, 2013. Therefore, we have shown her initial date of appointment as 16th September, 2014. On 9th August, 2019 she was re-appointed for the second term w.e.f. 16th September, 2019

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II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non- Executive/independent/ Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Cum Risk Management Committee	Yes	-Mr. Nilesh Vikamsey	-Non Executive Independent Director(Chairperson)	-23-12-2015	
		-Mr. Pravir Kumar Vohra	-Non Executive Independent Director(Member)	-28-05-2015	
		-Mr. Sunil Mathur	-Non Executive Independent Director(Member)	-27-05-2016	
		-Mrs. Kishori Udeshi	-Non Executive Independent Director(Member)	-25-01-2013	
		-Mr. Chandran Ratnaswami	-Non Executive Director(Member)	-26-09-2017	
		-Mr. Sumit Maheshwari	-Non Executive Director(Member)	-27-09-2018	






2. Nomination & Remuneration Committee	Yes	-Mrs. Kishori Udeshi -Mr. Sunil Mathur -Mr. Chandran Ratnaswami	-Non Executive Independent Director (Chairperson) -Non Executive Independent Director (Member) -Non Executive Director (Member)	07-08-2014 23-12-2015 29-05-2018	
3. Risk Management Committee (if applicable) *					
4. Stakeholders Relationship Committee	Yes	-Mr. Pravir Kumar Vohra -Mrs. Kishori Udeshi -Mr. Sunil Mathur -Mr. Nilesh Vikamsey -Mr. Sumit Maheshwari -Mr. Mahesh Iyer	-Non Executive Independent Director (Chairperson) -Non Executive Independent Director (Member) -Non Executive Independent Director (Member) -Non Executive Independent Director (Member) -Non Executive Director (Member) -Executive Director and Chief Executive Officer (Member)	-10-04-2015 -29-05-2018 -29-05-2018 -29-05-2018 -27-09-2018 -05-10-2018	-05-07-2019




5. Corporate Social Responsibility Committee	Yes	-Mrs. Kishori Udeshi	-Non Executive Independent Director (Chairperson)	-31-03-2014	
		-Mr. Sumit Maheshwari	-Non Executive Director (Member)	-27-09-2018	
		-Mr. Mahesh Iyer	-Executive Director and Chief Executive Officer (Member)	-29-05-2018	

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* The Audit Committee of the Company has been re-named as the Audit cum Risk Management Committee w.e.f 1st April, 2019, pursuant to which the Risk Management related functions have also been brought under the purview of the Audit Committee. Accordingly, the details pertaining to members and committee meetings for Audit Committee and Risk Management Committee respectively shall be same as Audit cum Risk Management Committee.

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
27-05-2019	06-08-2019	Yes	8	4	70

\* to be filled in only for the current quarter meetings

### IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
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#### Audit cum Risk Management Committee Meeting details ^

06-08-2019	Yes	6	4	27-05-2019	70
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#### Nomination & Remuneration Committee Meeting details

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#### Corporate Social Responsibility Committee Meeting details

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**Stakeholders Relationship Committee Meeting details**

15-07-2019	Yes	4	3	15-04-2019	--
30-08-2019	Yes	3	3	30-04-2019	--
16-09-2019	Yes	4	4	15-05-2019	--
				27-05-2019	--
				28-06-2019	--

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

\*\*to be filled in only for the current quarter meetings

^ The Audit Committee of the Company has been re-named as the Audit cum Risk Management Committee w.e.f 1st April, 2019, pursuant to which the Risk Management related functions have also been brought under the purview of the Audit Committee. Accordingly, the details pertaining to meetings for Audit Committee and Risk Management Committee respectively shall be same as Audit cum Risk Management Committee.

**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

**Note:**

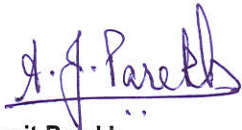
- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

Signature

## VI. Affirmations

The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

1. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk management committee (applicable to the top 100 listed entities)
2. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
3. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.



**Amit Parekh**

*Company Secretary and Compliance Officer*

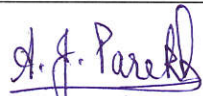
ACS: 13648

Date: 15th October, 2019



## ANNEX II

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with the second quarter's report of next financial year**

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note</b> 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
 <b>Amit Parekh</b> Company Secretary and Compliance Officer ACS: 13648 Date: 15th October, 2019		