

**Thomas Cook (India) Ltd.**  
Registered Office: Thomas Cook Building,  
Dr. D. N. Road, Fort, Mumbai - 400 001.

CIN: L63040MH1978PLC020717

A FAIRFAX Company

14th July, 2017



The Manager,  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
Scrip Code: 500413  
NCRPS Scrip Code: 715022

NCD Scrip Code: 949099, 952673, 952674,  
952675

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  
NCRPS Scrip Code: Thomas Cook CRNCPS 8.50%  
2022

NCD: THC10.52; Thomas Cook 9.37% 2018 SERIES 1,  
Thomas Cook 9.37% 2019 SERIES 2 Thomas Cook  
9.37% 2020 SERIES 3

Fax No.: 2659 8237/38

Dear Sir/ Madam,

**Sub: Compliance as per Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Please find enclosed, following Compliance Report on Corporate Governance as per Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the prescribed format for the quarter ended 30th June, 2017

This is for your information & record

Thank you,

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

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

Encl.: a/a

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of Listed Entity: Thomas Cook (India) Limited

Quarter ending: June 30, 2017

I. Composition of Board of Directors										
Title (Mr. / Mrs.)	Name of the Director	PAN <sup>s</sup> & DIN		Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term/cessation		Tenure (in years)*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (including Chairmanship) (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
		DIN	PAN		Date of Appointment	Date of Cessation				
Mr.	Madhavan Karunakaran Menon	00008542	AAGPM4 373G	Chairman and Managing Director	1st March, 2015	N.A.	N.A.	Two	Audit Committee – 2 Stakeholder Committee - 2	Audit Committee –0 Stakeholder Committee - 1
Mr.	Harsha Raghavan	01761512	AAHPR5 185N	Non Executive Director	6th June, 2013	N.A.	N.A.	Two	Audit Committee – 6 Stakeholder Committee - 2	Audit Committee –0 Stakeholder Committee - 0
Mr.	Chandran Ratnaswami	00109215	AURPR5 569C	Non Executive Director	6th June, 2013	N.A.	N.A.	Three	Audit Committee – 1 Stakeholder Committee - 1	Audit Committee –0 Stakeholder Committee - 0

Mrs.	Kishori Jayendra Udeshi	01344073	AAOPU0773E	Non Executive Independent Director	16th September, 2014	N.A.	4.43 <sup>^</sup>	Five	Audit Committee – 5 Stakeholder Committee - 1	Audit Committee –0 Stakeholder Committee - 0
Mr.	Pravir Kumar Vohra	00082545	ABKPV7152P	Non Executive Independent Director	27th August, 2015	N.A.	2.22 <sup>#</sup>	Two	Audit Committee – 2 Stakeholder Committee - 1	Audit Committee –0 Stakeholder Committee - 1
Mr.	Nilesh Vikamsey	00031213	AABPV3680Q	Non Executive Independent Director	2nd September, 2016	N.A.	1.52 <sup>**</sup>	Five	Audit Committee –9 Stakeholder Committee - 0	Audit Committee –1 Stakeholder Committee - 0
Mr.	Sunil Mathur	00013239	AGWPM9645F	Non Executive Independent Director	2nd September, 2016	N.A.	1.52 <sup>**</sup>	Five	Audit Committee – 8 Stakeholder Committee - 2	Audit Committee -3 Stakeholder Committee - 0

<sup>\$</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>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

<sup>\*</sup> 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.

<sup>^</sup>Tenure of Mrs. Kishori Udeshi is counted from the date of appointment by Board of Directors on 25th January, 2013.

<sup>#</sup> Tenure of Mr. Pravir Kumar Vohra is counted from the date of appointment by Board of Directors on 10th April, 2015.

<sup>\*\*</sup> Tenure of Mr. Nilesh Vikamsey and Mr. Sunil Mathur is counted from the date of appointment by Board of Directors on 23rd December, 2015.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee) <sup>&amp;</sup>
1. Audit Committee	1. Mr. Nilesh Vikamsey	Non- Executive – Independent - Chairman
	2. Mr. Sunil Mathur	Non- Executive -Independent
	3. Mrs. Kishori Udeshi	Non- Executive-Independent

	4. Mr. Pravir Kumar Vohra	Non- Executive-Independent
	5. Mr. Harsha Raghavan	Non-Executive
2. Nomination & Remuneration Committee	1. Mrs. Kishori Udeshi	Non- Executive-Independent-Chairperson
	2. Mr. Sunil Mathur	Non- Executive -Independent
	3. Mr. Harsha Raghavan	Non-Executive
3. Risk Management Committee	Pursuant to Regulation 21(5), the requirement for Risk Management Committee is Not Applicable (N.A.).	N.A.
4. Stakeholders Relationship Committee	1. Mr. Pravir Kumar Vohra	Non- Executive-Independent-Chairman
	2. Mr. Madhavan Menon	Executive
	3. Mr. Harsha Raghavan	Non- Executive
<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>		
<b>Meetings of Board of Directors</b>		
<b>Date (s) of Meeting (if any) in the previous quarter</b>	<b>Date (s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
14th February, 2017 (A)	25th April, 2017 (B)	- Time gap between (A) and (B) is 69 days.
	25th May, 2017 (C)	- Time gap between (B) and (C) is 29 days.

IV. Meetings of Committees				
Committee(s)	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	25th April, 2017 (B) 25th May, 2017 (C)	Yes. Quorum was present for the meeting. 5 out of 5 directors were present for the meeting held on 25th April, 2017. 4 out of 5 directors were present for the meeting held on 25th May, 2017.	14th February, 2017 (A)	- Time gap between (A) and (B) is 69 days. - Time gap between (B) and (C) is 29 days.
Nomination and Remuneration Committee	25th May, 2017 (B)	Yes. Quorum was present for the meeting. 2 out of 3 directors were present for the meeting held on 25th May, 2017.	14th February, 2017 (A)	- Time gap between (A) and (B) is 69 days.
Stakeholders Relationship Committee	Nil	Yes. Quorum was present for the meeting. 2 out of 3 directors were present for the meeting held on 30th March, 2017	30th March, 2017	-

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

## II. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
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 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.

**Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. 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: N.A.
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. 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.
5. This report shall be placed before Board of Directors at its ensuing Board Meeting.

For **Thomas Cook (India) Limited**

**Amit J. Parekh**

*Company Secretary and Compliance Officer*

*ACS: 13648*