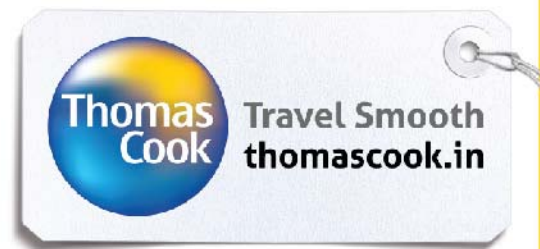


Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717

A FAIRFAX Company



13th October, 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 and six months ended 30th September, 2017.

1. Quarterly Compliance Report as **Annexure - 1**
2. Six months after end of financial year Compliance Report as **Annexure - 2**

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

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: Thomas Cook (India) Limited

Quarter ending: September 30, 2017

I. Composition of Board of Directors										
Title (Mr. / Mrs.)	Name of the Director	PAN ^s & DIN		Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) ^{&}	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 – 3 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 – 2 Stakeholder Committee - 0	Audit Committee –0 Stakeholder Committee - 0

Mrs.	Kishori Jayendra Udeshi	01344073	AAOPU0773E	Non Executive Independent Director	16th September, 2014	N.A.	3.04	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.	2.48#	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.	1.77**	Five	Audit Committee –10 Stakeholder Committee - 0	Audit Committee –1 Stakeholder Committee - 0
Mr.	Sunil Mathur	00013239	AGWPM9645F	Non Executive Independent Director	2nd September, 2016	N.A.	1.77**	Five	Audit Committee – 9 Stakeholder Committee - 1	Audit Committee -3 Stakeholder Committee - 0

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

&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

* 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.

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

** 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)*
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
	6. Mr. Chandran Ratnaswami	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

&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.

Meetings of Board of Directors

Date (s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
25th April, 2017 (A)	9th August, 2017(C)	- Time gap between (A) and (B) is 29 days.
25th May, 2017 (B)	25th September, 2017 (D)	- Time gap between (B) and (C) is 75 days.
		- Time gap between (C) and (D) is 46 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	9th August, 2017(C) 25th September, 2017 (D)	Yes. Quorum was present for the meeting. 3 out of 5 directors were present for the meeting held on 9th August, 2017. 3 out of 5 directors were present for the meeting held on 25th September, 2017.	25th April, 2017 (A) 25th May, 2017 (B)	- Time gap between (A) and (B) is 29 days. - Time gap between (B) and (C) is 75 days. - Time gap between (C) and (D) is 46 days.
Nomination and Remuneration Committee	---	Yes. Quorum was present for the meeting. 2 out of 3 directors were present for the meeting held on 25th May, 2017.	25th May, 2017	---
Stakeholders Relationship Committee	Nil	---	---	---

* 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) ^{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 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

FORMAT TO BE SUBMITTED AT THE END OF 6 MONTHS AFTER END OF FINANCIAL YEAR ALONG-WITH SECOND QUARTER REPORT OF NEXT FINANCIAL YEAR

Name of Listed Entity: Thomas Cook (India) Limited

Quarter ending: September 30, 2017

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		

For Thomas Cook (India) Limited

Amit J. Parekh

Company Secretary and Compliance Officer

ACS: 13648