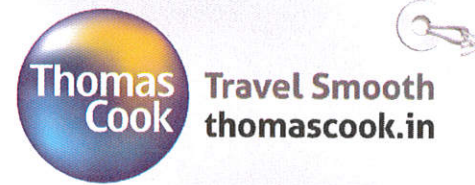


Thomas Cook (India) Ltd.

A Wing, 11th Floor, Marathon Futurex
N. M. Joshi Marg, Lower Parel
Mumbai 400 013
Board No.: +91-22-4242 7000
Fax No. : +91-22-2302 2864



A FAIRFAX Company

28th May, 2019

To,
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

Dear Sir / Madam,

Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, we herein enclose the Annual Secretarial Compliance Report for the financial year ended 31st March, 2019 issued by Mr. Keyul M. Dedhia (FCS: 7756) of M/s Keyul M. Dedhia and Associates, Company Secretaries on 27th May, 2019.

This is for your information and records.

Thanking You,

Yours faithfully,
For Thomas Cook (India) Limited

Amit J. Parekh
Company Secretary and Compliance Officer

- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (h) Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and based on above examination, we hereby report that, during the financial year ended March 31, 2019 :

- (a) the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereafter.
- (b) the listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our test check basis examination of those records.
- (c) no actions taken against the Company/ its promoters/ directors/ material subsidiary(ies), as the case may be, either SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) the listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the previous financial years | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|---|--|--|
| - | NA | NA | NA | NA |

- (e) We further report that, during the review period, one of the designated employees of the Company had dealt in equity shares of the Company during non-transaction period notified as per the Company's Prevention of Insider Trading Code. The Company took necessary action in this regard as also informed SEBI of the said occurrence.

For Keyul M. Dedhia & Associates
Company Secretaries

Keyul M. Dedhia

Keyul M. Dedhia

Proprietor

FCS No: 7756 COP No: 8618



May 27, 2019, Mumbai.