

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



Travel Smooth
thomascook.in



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

ANNUAL SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[Pursuant to Regulation 24A of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors,
Thomas Cook (India) Limited,
Corporate Identity Number: L63040MH1978PLC020717
Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai- 400 001.

We, Keyul M. Dedhia And Associates, Company Secretaries, have examined on test check basis:

- (a) all the documents and records made available to us and explanation provided by Thomas Cook (India) Limited, (hereinafter called "the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issues thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009/ Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares And Takeovers) Regulations, 2018;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Depository and Participant) Regulations, 1996/ Securities and Exchange Board of India (Depository and Participant) Regulations, 2018;
- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



- (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.