

# BSR & Co. LLP

Chartered Accountants

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The Board of Directors  
Thomas Cook (India) Limited  
Thomas Cook Building  
Dr. D. N. Road  
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## Independent Auditor's Certificate on the proposed accounting treatment specified in the proposed Composite Scheme of Amalgamation and Arrangement

This Certificate is issued in accordance with the terms of our agreement dated 16 April 2018.

We, the statutory auditors of Thomas Cook (India) Limited (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 20, 33.2.1, 33.2.2 and 44.1 of the Draft Composite Scheme of Amalgamation and Arrangement ('the Draft Scheme') between Thomas Cook (India) Limited (TCIL), Travel Corporation (India) Limited (TCI), TC Travel and Services Limited (TCTSL), TC Forex Services Limited (TF), SOTC Travel Management Private Limited (SOTC Travel) and Quess Corp Limited (Quess) and their respective shareholders in terms of the provisions of sections 230 to 232, read with section 52, 55 and section 66 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') with reference to its compliance with the Accounting Standards notified by the Central Government under section 133 of the Act, read with paragraph 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other generally accepted accounting principles, as applicable.

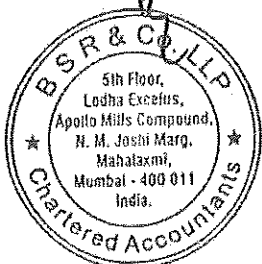
For ease of reference, the clause 20, 33.2.1, 33.2.2 and 44.1 of the Draft Scheme, duly authenticated by the Authorised signatory on behalf of the Company, is attached as an Annexure to this certificate, and is initialled by us only for the purposes of identification.

### Management's Responsibility

The responsibility for the preparation of the Draft Scheme and its compliance with the provisions of the Act and other relevant laws and regulations, including the applicable Accounting Standards, as aforesaid, is that of the Board of Directors of the Companies involved.

The responsibility for the preparation of the Draft Scheme includes the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Draft Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

The Management is also responsible for ensuring that the Company provides all relevant information to National Company Law Tribunal and other regulatory authorities including Securities and Exchange Board of India, Stock exchange(s) and Regional Director, Ministry of Corporate Affairs.



For Thomas Cook (India) Limited

*[Signature]*  
Authorised Signatory

BSR & Co (a partnership firm with Registration No. BA61223) converted into BSR & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013.

Registered Office:  
5th Floor, Lodha Excelus  
Apollo Mills Compound  
N. M. Joshi Marg, Mahalaxmi  
Mumbai - 400 011 India

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23 April 2018  
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### Auditor's Responsibility

Our responsibility is only to examine and provide a reasonable assurance whether the accounting treatment prescribed in the Draft Scheme complies with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and the applicable Accounting Standards notified by the Central Government under section 133 of the Act, read with paragraph 3 of the Companies (Indian Accounting Standards) Rules 2015 (as amended) and other generally accepted accounting principles, as applicable.

Nothing contained in this certificate, nor anything said or done in the course of, or in connection with the services that are the subject to this certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

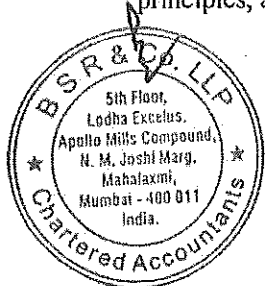
We conducted our examination of the proposed accounting treatment in accordance with the "Guidance Note on Reports or Certificates for Special Purpose" ("the Guidance Note") issued by the Institute of Chartered Accountants of India. The Guidance Note require that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with relevant applicable requirements of Standard of Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagement. Further, our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Draft Scheme.

### Opinion

Based on our examination as above and according to the information and explanations and representations given to us, in our opinion, the accounting treatment specified in clause 20, 33.2.1 and 33.2.2. of the Draft Scheme, attached herewith and stamped by us for identification only, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and the applicable Accounting Standards notified by the Central Government under section 133 of the Act, read with paragraph 3 of the Companies (Indian Accounting Standards) Rules 2015 (as amended) and other generally accepted accounting principles, as applicable.

Further, we state that the generally accepted accounting principles in India which include notified accounting standards and other applicable requirements of the Act would permit adjustment/reduction of the debit balance of Reserve on restructuring in the books of the Company against its capital redemption reserve and/or securities premium account (as proposed in the clause 44.1 of the Draft Scheme) only if it is effected through a scheme of capital reduction or scheme of arrangement/reconstruction duly approved by the competent authority. Accordingly, in our view, if approved by the competent authority i.e. National Company Law Tribunal, the aforesaid adjustment/reduction would be permissible and would be in compliance with notified accounting standards/other generally accepted accounting principles in India. Consequent to such an approval, in our opinion, the accounting treatment specified in clause 44.1 of the Draft Scheme, would also be in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under section 133 of the Act, read with paragraph 3 of the Companies (Indian Accounting Standards) Rules 2015 (as amended) and other generally accepted accounting principles, as applicable.



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**Restriction on Use**

This Certificate is provided to the Board of Directors of the Company solely for the purpose of onward submission to the National Company Law Tribunal and other regulatory authorities including Securities and Exchange Board of India, Stock exchange(s) and Regional Director, Ministry of Corporate Affairs, in relation to the Draft Scheme and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 104248W/W-10002

*B. H. Dhupelia*

Mumbai  
23 April 2018

**Bhavesh Dhupelia**  
Partner  
Membership No: 042070

Enclosed: Management certified true copy of clause 20, 33.2.1, 33.2.2 and 44.1 – Accounting Treatment, of the Draft Scheme



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A FAIRFAX Company

## Annexure I

Extract of clause 20, 33.2.1, 33.2.2 and 44.1 as per the Composite Scheme of Amalgamation and Arrangement between Thomas Cook (India) Limited (TCIL), Travel Corporation (India) Limited (TCI), TC Travel and Services Limited (TCTSL), TC Forex Services Limited (TF), SOTC Travel Management Private Limited (SOTC Travel) and Qness Corp Limited (Qness)

### 20, 33.2.1, 33.2.2 and 44.1 THE ACCOUNTING TREATMENT IN THE BOOKS OF TCIL

#### 20.1 Accounting treatment in the books of TCIL:

Upon the coming into effect of this Scheme and with effect from the Appointed Date:

20.1.1 TCIL shall account for the amalgamation of the Transferor Companies on the basis of 'Pooling of Interest' method as stated in Ind AS -103 Business Combination;

20.1.2 All the assets and liabilities of Transferor Companies shall be recorded at their respective carrying amounts and no adjustments are made to reflect fair values, or re-organize any new assets or liabilities.

20.1.3 The carrying value of investment in TCI shall be split between SOTC TRAVEL and TCI (new shares received as per Clause 6.1) in the books of accounts of TCIL in the ratio of assets and liabilities transferred to SOTC TRAVEL and retained by TCI.

20.1.4 The value of investments in the equity shares of the Transferor Companies post considering the effect in Clause 20.1.3 above held by TCIL shall stand cancelled in the books of the TCIL without any further act or deed.

20.1.5 The balance of the retained earnings appearing in the financial statements of Transferor Companies is aggregated with the corresponding balance appearing in the financial statements of TCIL.



SIGNED FOR IDENTIFICATION  
BY

*B. H. Shingde*

For B S R & Co. LLP

Holidays | Foreign Exchange | Business Travel | Visas | Insurance

Corporate Office : A Wing, 11th Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai - 400 013.

Registered Office : Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai - 400 001.

Email id: enquiry@in.thomascook.com CIN No.: L63040MH1978PLC020717

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20.1.6 The difference, if any, arising between carrying value of assets and liabilities and reserves pertaining to the Transferor Companies and the carrying value of investments in the books of TCIL shall be transferred to 'Reserve on restructuring' account in the books of TCIL.

33.2.1 TCIL, as on the Appointed Date, shall reduce the carrying value of assets and liabilities pertaining to the Demerged Undertaking 2, transferred to and vested in Quess from the carrying value of assets and liabilities in its books;

33.2.2 The difference, being excess / shortfall of carrying value of assets over the carrying value of liabilities of the Demerged Undertaking 2 shall be transferred to 'Reserve on restructuring' account in the books of TCIL.

44.1 The balance in the 'Reserve on restructuring' account in the books of TCIL (as per Clause 33.2.2 and Clause 20.1.6 above), shall be transferred to capital redemption reserve (to the extent available) and the balance, if any, to securities premium account of TCIL. The said reduction (i.e. of capital redemption reserve and/ or securities premium account) shall be in accordance with the provisions of Section 230 read with Section 52, 55 and 66 of the Act as the same does not involve either diminution of liability in respect of unpaid share capital of TCIL or payment to any shareholder of any paid up share capital of TCIL and without having to follow the procedure under Section 66 of the Act and the NCLT Order(s) sanctioning the Scheme shall be deemed to be an order under the relevant provisions of the Act confirming such reduction of share capital of TCIL.

For Thomas Cook (India) Limited  
CIN No: L63040MH1978PLC020717

Debasis Nandy  
President & Group Chief Financial Officer

Date: 23 April 2018

SIGNED FOR IDENTIFICATION  
BY

For B S R & Co. LLP

For Thomas Cook (India) Limited

Authorised Signatory