

## ANNEXURE 1

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: Thomas Cook (India) Limited

Quarter ending: June 30, 2019

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>a</sup>	Date of Appointment in the current term/cessation		Tenure (in months)*	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 – 4 Stakeholder Committee - 1	Audit Committee – 0 Stakeholder Committee - 1
Mr.	Mahesh Iyer	07560302	AACPI77 88R	Executive Director and Chief Executive Officer	27th September, 2018	N.A.	N.A.	One	Audit Committee – 0 Stakeholder Committee – 1	Audit Committee – 0 Stakeholder Committee - 0
Mr.	Sumit Maheshwari	06920646	AJWPM7 658P	Additional Non Executive Director	27th September, 2018	N.A.	N.A.	Two	Audit Committee – 7 Stakeholder Committee - 3	Audit Committee – 0 Stakeholder Committee - 0

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Mr.	Chandran Ratnaswami	00109215	AURPR5 569C	Non Executive Director	6th June, 2013	N.A.	N.A.	Three	Audit Committee –3 Stakeholder Committee - 0	Audit Committee –0 Stakeholder Committee - 0
Mrs.	Kishori Jayendra Udeshi	01344073	AAOPU0 773E	Non Executive Independent Director	16th September, 2014	N.A.	57 <sup>^^</sup>	Five	Audit Committee – 5 Stakeholder Committee - 2	Audit Committee –0 Stakeholder Committee - 0
Mr.	Pravir Kumar Vohra	00082545	ABKPV7 152P	Non Executive Independent Director	27th August, 2015	N.A.	51 <sup>#</sup>	Three	Audit Committee – 4 Stakeholder Committee - 2	Audit Committee –0 Stakeholder Committee - 1
Mr.	Nilesh Vikamsey	00031213	AABPV3 680Q	Non Executive Independent Director	2nd September, 2016	N.A.	42 <sup>**</sup>	Six	Audit Committee –8 Stakeholder Committee - 1	Audit Committee –1 Stakeholder Committee - 0
Mr.	Sunil Mathur	00013239	AGWPM 9645F	Non Executive Independent Director	2nd September, 2016	N.A.	42 <sup>**</sup>	Four	Audit Committee – 7 Stakeholder Committee - 2	Audit Committee -2 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.

<sup>^^</sup>Tenure of Mrs. Kishori Udeshi is counted from the appointment by the shareholders at the Extraordinary General Meeting of the Company held on 16th September, 2014, which was as per the requirements of the Companies Act, 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 cum Risk Management 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. Chandran Ratnaswami	Non-Executive
	6. Mr. Sumit Maheshwari	Non-Executive
2. Nomination & Remuneration Committee	1. Mrs. Kishori Udeshi	Non- Executive-Independent-Chairperson
	2. Mr. Sunil Mathur	Non- Executive -Independent
	3. Mr. Chandran Ratnaswami	Non-Executive
3. Risk Management Committee	The functions of Risk Management Committee are looked by Audit cum Risk Management Committee	-Same as Audit cum Risk Management Committee
4. Stakeholders Relationship Committee	1. Mr. Pravir Kumar Vohra	Non- Executive-Independent-Chairman
	2. Mr. Nilesh Vikamsey	Non- Executive-Independent
	3. Mr. Sunil Mathur	Non- Executive-Independent
	4. Mrs. Kishori Udeshi	Non- Executive –Independent
	5. Mr. Sumit Maheshwari	Non Executive
	6. Mr. Mahesh Iyer	Executive Director and Chief Executive Officer

<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.

\* The provisions for Risk Management Committee (RMC) are applicable w.e.f. 1st April, 2019 to top 500 listed companies on the basis of the market capitalization. As the Company is falling under the said criteria, the functions of Risk Management Committee are overlooked by Audit cum Risk Management Committee

#### 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)
- 1st February, 2019 (A)	- 27th May, 2019 (C)	- Time gap between (A) and (B) is 23 days.
- 25th February, 2019 (B)		- Time gap between (B) and (C) is 92 days.
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#### 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*
<b>Audit cum Risk Management Committee</b>	- 27th May, 2019 (C)	Yes. 6 out of 6 directors were present for the meeting held on 1st February, 2019. Yes. 5 out of 6 directors were present for the meeting held on 25th February, 2019. Yes. 5 out of 6 directors were present for the meeting held on 27th May, 2019.	- 1st February, 2019 (A) - 25th February, 2019 (B)	- Time gap between (A) and (B) is 23 days. - Time gap between (B) and (C) is 92 days.
<b>Nomination and Remuneration Committee</b>	- 27th May, 2019 (C)	Yes. 3 out of 3 directors were present for the meeting held on 1st February, 2019. Yes. 2 out of 3 directors were present for the	- 1st February, 2019 (A) - 25th February, 2019 (B)	

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		meeting held on 25th February, 2019. Yes. 2 out of 3 directors were present for the meeting held on 27th May, 2019.		
<b>Stakeholders Relationship Committee</b>	15th April, 2019 (F) 30th April, 2019 (G) 15th May, 2019 (H) 27th May, 2019 (I) 28th June, 2019 (J)	Yes. 6 out of 6 directors were present for the meeting held on 18th January, 2019 Yes. 6 out of 6 directors were present for the meeting held on 1st February, 2019 Yes. 4 out of 6 directors were present for the meeting held on 25th February, 2019 Yes. 5 out of 6 directors were present for the meeting held on 18th March, 2019 Yes. 6 out of 6 directors were present for the meeting held on 29th March, 2019. Yes. 3 out of 6 directors were present for the meeting held on 15th April, 2019. Yes. 4 out of 6 directors were present for the meeting held on 30th April, 2019. Yes. 4 out of 6 directors were present for the meeting held on 15th May, 2019. Yes. 5 out of 6 directors were present for the meeting held on 27th May, 2019. Yes. 5 out of 6 directors were present for the meeting held on 28th June, 2019.	18th January, 2019 (A) 1st February, 2019 (B) 25th February, 2019 (C) 18th March, 2019 (D) 29th March, 2019 (E)	---
<b>Corporate Social Responsibility Committee</b>	27th May, 2019 (B)	Yes. 3 out of 3 directors were present for the meeting held on 1st February, 2019. Yes. 3 out of 3 directors were present for the meeting held on 27th May, 2019.	1st February, 2019 (A)	---

\* 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
<p>Note</p> <ol style="list-style-type: none"> <li>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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> </ol>	
<p><b>Affirmations:</b></p> <ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee.*</li> </ol> </li> <li>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.</li> <li>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.</li> <li>5. This report shall be placed before Board of Directors at its ensuing Board Meeting.</li> </ol> <p><i>* The provisions for Risk Management Committee (RMC) are applicable w.e.f. 1st April, 2019 to top 500 listed companies on the basis of the market capitalization. As the Company is falling under the said criteria, the functions of Risk Management Committee are overlooked by Audit cum Risk Management Committee.</i></p>	

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For Thomas Cook (India) Limited



**Amit J. Parekh**

*Company Secretary and Compliance Officer*

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