

Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400 001
Tel.: +91-22-6160 3333
Fax No.: +91-22-2287 1069



Travel Smooth
thomascook.in

A FAIRFAX Company

12th January, 2016

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 500413
NCCPRS 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
NCCPRS 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% 2019 SERIES 3
Fax No.: 2659 8237/38

Dear Sir/ Madam,

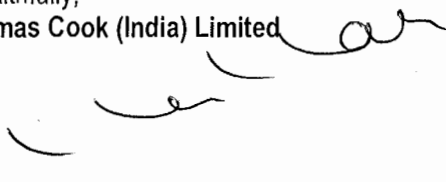
Sub: Compliance as per clause 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Please find enclosed, the Quarterly Compliance Report on Corporate Governance as per Clause 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in the prescribed format for the quarter ended 31st December, 2015.

Kindly acknowledge receipt of the same.

Thank you,

Yours faithfully,
for Thomas Cook (India) Limited


Rambhau R. Kenkare
President & Head - Legal & Company Secretary

Encl.: a/a

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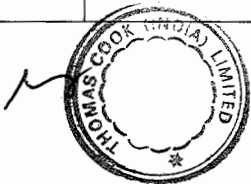
Rambhau R. Kenkare
President & Head - Legal & Company Secretary

Encl.: a/a

Name of Listed Entity: Thomas Cook (India) Limited

Quarter ended on: December 31, 2015

I. Composition of Board of Directors										
Title (Mr. / Mrs.)	Name of the Director	PAN ^s & DIN		Category (Chairperson/E xecutive/ Non- Executive/ Independent/N ominee) ²	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.	Mahendra Kumar Sharma	00327684	AAPPS4 589K	Non-Executive Independent Director (Chairman upto 31st Dec., 2015)	16th September, 2014	31st Dec., 2015	1.3 years	Six	Audit Committee – 5 Stakeholder Committee - 1	Audit Committee – 1 Stakeholder Committee - 1
Mr.	Madhavan Karunakaran Menon	00008542	AAGPM4 373G	Managing Director (Chairman w.e.f. 1st Jan., 2016)	1st March, 2015	N.A.	N.A.	One	Audit Committee – 0 Stakeholder Committee - 1	Audit Committee – 0 Stakeholder Committee - 0
Mr.	Harsha Raghavan	01761512	AAHPR5 185N	Non Executive Director	06th June, 2013	N.A.	N.A.	One	Audit Committee – 2 Stakeholder Committee - 1	Audit Committee – 0 Stakeholder Committee - 0



Mr.	Chandran Ratnaswami	00109215	AURPR5 569C	Non Executive Director	06th June, 2013	N.A.	N.A.	Two	Audit Committee -0 Stakeholder Committee - 0	Audit Committee - 0 Stakeholder Committee - 0
Ms.	Kishori Jayendra Udeshi	01344073	AAOPU0 773E	Non Executive Independent Director	16th September, 2014	N.A.	1.3 years	Five	Audit Committee -3 Stakeholder Committee - 0	Audit Committee - 0 Stakeholder Committee - 0
Mr.	Pravir Kumar Vohra	00082545	ABKPV7 152P	Non Executive Independent Director	27th August, 2015	N.A.	0.4 years	One	Audit Committee -1 Stakeholder Committee - 1	Audit Committee - 0 Stakeholder Committee - 1
Mr.	Nilesh Vikamsey	00031213	AABPV3 680Q	Additional Non Executive Independent Director	23rd Dec., 2015	N.A.	-	Four	Audit Committee -7 Stakeholder Committee - 1	Audit Committee - 4 Stakeholder Committee - 0
Mr.	Sunil Mathur	00013239	AGWPM 9645F	Additional Non Executive Independent Director	23rd Dec., 2015	N.A.	-	Seven	Audit Committee -6 Stakeholder Committee - 1	Audit Committee - 4 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.

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 (Additional) / Independent/Chairman
	2. Mr. Harsha Raghavan	Non- Executive



	3. Mrs. Kishori Udeshi	Non- Executive-Independent
	4. Mr. Pravir Kumar Vohra	Non- Executive-Independent
2. Nomination & Remuneration Committee	1. Mrs. Kishori Udeshi	Non- Executive-Independent-Chairperson
	2. Mr. Harsha Raghavan	Non- Executive
	3. Mr. Sunil Mathur	Non-Executive(Additional)-Independent
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)
30th July, 2015	24th October, 2015	71 days is the maximum time gap between two consecutive meetings dated 14th August, 2015 and 24th October, 2015.
5th August, 2015	29th October, 2015	
7th August, 2015	6th November, 2015	
14th August, 2015	27th November, 2015	

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23rd December, 2015

IV. Meetings of Audit Committee

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*
30th July, 2015	Yes. Quorum was present for the meetings. 3 out of 4 directors were present for the meetings held on 24th October, 2015 and 29th October, 2015.	24th October, 2015 29th October, 2015	86 days is the maximum time gap between two consecutive meetings dated 30th July, 2015 and 24th October, 2015.

* 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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

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.

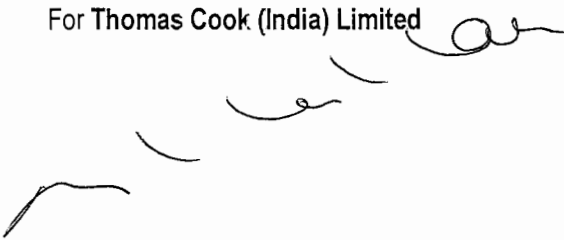


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Affirmations

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 - *NOT Applicable - (Applicable to the top 100 listed entities)*
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


Rambhau R. Kenakre
President & Head- Legal & Secretary

