

## ANNEXURE 1

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: Thomas Cook (India) Limited

Quarter ending: March 31, 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>s</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

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.	54 <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.	48 <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.	39 <sup>**</sup>	Six	Audit Committee –9 Stakeholder Committee - 1	Audit Committee –1 Stakeholder Committee - 0
Mr.	Sunil Mathur	00013239	AGWPM 9645F	Non Executive Independent Director	2nd September, 2016	N.A.	39 <sup>**</sup>	Five	Audit Committee – 7 Stakeholder Committee - 2	Audit Committee -2 Stakeholder Committee - 0

<sup>\$</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<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

<sup>\*</sup> 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 Committee	1. Mr. Nilesh Vikamsey	Non- Executive – Independent - Chairman

8

	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	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. 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 capitalisation. As the Company is falling under the said criteria it has constituted RMC w.e.f. 1st April, 2019.

#### 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)
5th October, 2018 (A)	1st February, 2019 (D)	<ul style="list-style-type: none"> <li>- Time gap between (A) and (B) is 26 days.</li> <li>- Time gap between (B) and (C) is 47 days.</li> <li>- Time gap between (C) and (D) is 43 days.</li> <li>- Time gap between (D) and (E) is 23 days.</li> </ul>
1st November, 2018 (B)	25th February, 2019 (E)	
19th December, 2018 (C)		

#### 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 Committee</b>	1st February, 2019 (D) 25th February, 2019 (E)	<p>Yes. 5 out of 6 directors were present for the meeting held on 5th October, 2018.</p> <p>Yes. 5 out of 6 directors were present for the meeting held on 1st November, 2018.</p> <p>Yes. 4 out of 6 directors were present for the meeting held on 19th December, 2018.</p> <p>Yes. 6 out of 6 directors were present for the meeting held on 1st February, 2019.</p> <p>Yes. 5 out of 6 directors were present for the meeting held on 25th February, 2019.</p>	5th October, 2018 (A) 1st November, 2018 (B) 19th December, 2018 (C)	<ul style="list-style-type: none"> <li>- Time gap between (A) and (B) is 26 days.</li> <li>- Time gap between (B) and (C) is 47 days.</li> <li>- Time gap between (C) and (D) is 43 days.</li> <li>- Time gap between (D) and (E) is 23 days.</li> </ul>

<b>Nomination and Remuneration Committee</b>	1st February, 2019 25th February, 2019	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 meeting held on 25th February, 2019	----	---
<b>Stakeholders Relationship Committee</b>	18th January, 2019 1st February, 2019 25th February, 2019 18th March, 2019 29th March, 2019	Yes. Quorum was present for the meeting. 6 out of 6 directors were present for the meeting held on 15th October, 2018. Yes. Quorum was present for the meeting. 5 out of 6 directors were present for the meeting held on 1st November, 2018. Yes. Quorum was present for the meeting. 6 out of 6 directors were present for the meeting held on 15th November, 2018. Yes. Quorum was present for the meeting. 6 out of 6 directors were present for the meeting held on 29th November, 2018. Yes. Quorum was present for the meeting. 5 out of 6 directors were present for the meeting held on 19th December, 2018. 6 out of 6 directors were present for the meeting held on 18th January, 2019 6 out of 6 directors were present for the meeting held on 1st February, 2019 4 out of 6 directors were present for the meeting held on 25th February, 2019 5 out of 6 directors were present for the meeting held on 18th March, 2019	15th October, 2018 1st November, 2018 15th November, 2018 29th November, 2018 19th December, 2018	---



		6 out of 6 directors were present for the meeting held on 29th March, 2019.		
<b>Corporate Social Responsibility Committee</b>	1st February, 2019	<p>Yes. Quorum was present for the meeting. 2 out of 3 directors were present for the meeting held on 1st November, 2018</p> <p>Yes. Quorum was present for the meeting. 3 out of 3 directors were present for the meeting held on 1st February, 2019</p>	1st November, 2018	---

\* 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

### 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.

0

**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: N.A.\*
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.

*\* 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 capitalisation. As the Company is falling under the said criteria it has constituted RMC w.e.f.1st April, 2019.*

**For Thomas Cook (India) Limited**



**Amit J. Parekh**

*Company Secretary and Compliance Officer*

ACS: 13648

## ANNUALLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

I. Disclosure on website in terms of Listing Regulations		Compliance status (Yes/No/NA)
<b>Items</b>		
Details of business		Yes
Terms and conditions of appointment of Independent Directors		Yes
Composition of various committees of Board of Directors		Yes
Code of conduct of Board of Directors and Senior Management Personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to Non-executive Directors		Yes – Disclosed in Annual Report
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
Email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Yes
New name and the old name of the listed entity		N.A.
<b>II Annual Affirmations</b>		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management	21(1),(2),(3),(4)	N.A.



Committee		
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

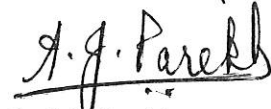
**Note**

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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**For Thomas Cook (India) Limited**



**Amit J. Parekh**

Company Secretary and Compliance Officer

ACS: 13648