

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

CIN: L63040MH1978PLC020717

A FAIRFAX Company



13th July, 2018

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 500413
NCD Scrip Code: 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
**NCD: Thomas Cook 9.37% 2018 SERIES 1, Thomas
Cook 9.37% 2019 SERIES 2, Thomas Cook 9.37% 2020
SERIES 3**
Fax No.: 2659 8237/38

Dear Sir/ Madam,

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

Please find enclosed, following Compliance Report on Corporate Governance as per Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the prescribed format for the quarter ended 30th June, 2018

This is for your information & record

Thank you,

Yours faithfully,
for **Thomas Cook (India) Limited**

Amit J. Parekh
Company Secretary and Compliance Officer

Encl.: a/a

ANNEXURE 1

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: Thomas Cook (India) Limited

Quarter ending: June 30, 2018

I. Composition of Board of Directors										
Title (Mr. / Mrs.)	Name of the Director	PAN ^s & DIN		Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) ^{&}	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 – 3 Stakeholder Committee - 2	Audit Committee – 0 Stakeholder Committee - 1
Mr.	Harsha Raghavan [^]	01761512	AAHPR5 185N	Non Executive Director	6th June, 2013	24th May, 2018	N.A.	Two	Audit Committee – 6 Stakeholder Committee - 2	Audit Committee – 0 Stakeholder Committee - 0
Mr.	Mahesh Iyer	07560302	AACPI77 88R	Executive Director and Chief Executive Officer	29th May, 2018	N.A.	N.A.	One	Audit Committee – 0 Stakeholder Committee - 0	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.	45	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.	39#	Two	Audit Committee - 3 Stakeholder Committee - 1	Audit Committee -0 Stakeholder Committee - 1
Mr.	Nilesh Vikamsey	00031213	AABPV3 680Q	Non Executive Independent Director	2nd September, 2016	N.A.	30 ^{**}	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.	30 ^{**}	Six	Audit Committee - 8 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.

[^]Details of Mr. Harsha Raghavan is provided as on 24th May, 2018

^{^^}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.

[#] Tenure of Mr. Pravir Kumar Vohra is counted from the date of appointment by Board of Directors on 10th April, 2015.

^{**} 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) ^{&}
1. Audit Committee	1. Mr. Nilesh Vikamsey	Non- Executive – Independent – Chairman

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	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
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. Madhavan Menon	Executive
	3. Mrs. Kishori Udeshi	Non- Executive-Independent
	4. Mr. Sunil Mathur	Non- Executive –Independent
	5. Mr. Nilesh Vikamsey	Non- Executive – Independent

[&]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.

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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)
2nd February, 2018(A)	23rd April, 2018 (D)	<ul style="list-style-type: none"> - Time gap between (A) and (B) is 26 days. - Time gap between (B) and (C) is 24 days. - Time gap between (C) and (D) is 27 days.
1st March, 2018 (B)	29th May, 2018 (E)	
26th March, 2018 (C)		<ul style="list-style-type: none"> - Time gap between (D) and (E) is 35 days.

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*
Audit Committee	23rd April, 2018 (C) 29th May, 2018 (D)	Yes. Quorum was present for the meeting. 4 out of 6 directors were present for the meeting held on 23rd April, 2018. 4 out of 5 directors were present for the meeting held on 29th May, 2018.	2nd February, 2018 (A) 26th March, 2018 (B)	<ul style="list-style-type: none"> - Time gap between (A) and (B) is 51 days. - Time gap between (B) and (C) is 27 days. - Time gap between (C) and (D) is 35 days.
Nomination and Remuneration Committee	28th May, 2018	Yes. Quorum was present for the meeting. 2 out of 2 directors were present for the meeting held on 28th May, 2018.	15th February, 2018.	---
Stakeholders Relationship Committee	29th May, 2018 (A) 12th June, 2018 (B) 29th June, 2018 (C)	Yes. Quorum was present for the meeting. 5 out of 5 directors were present for the meeting held on 29th May, 2018. 4 out of 5 directors were present for the meeting held on 12th June, 2018. 4 out of 5 directors were present for the meeting held on 29th June, 2018.	---	---

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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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	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note</p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
<p>Affirmations</p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee: N.A. <p>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.</p> <p>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.</p> <p>5. This report shall be placed before Board of Directors at its ensuing Board Meeting.</p>	

For Thomas Cook (India) Limited

Amit J. Parekh

Company Secretary and Compliance Officer

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