

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: Thomas Cook (India) Limited
2. Quarter ending: 31st December, 2020

| I. Composition of Board of Directors | | | | | | | | | | | | |
|---|----------------------|----------------------------------|---|-----------------------------|------------------------|-------------------|----------|---------------|--|---|--|---|
| Title (Mr. / Ms) | Name of the Director | PAN\$ & DIN | Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) & | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure * | Date of Birth | No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No of Independent Directors hip in listed entities including this listed entity [in reference to provision to regulation 17A(1)] | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Madhavan Menon | DIN:00008542 PAN:AAGPM4373G | Chairman and Managing Director | 01-05-2000 | 01-03-2020 | - | - | 12-02-1955 | 2 | 0 | Audit Committee – 4 Stakeholder Committee – 1 | Audit Committee – 0 Stakeholder Committee - 0 |
| Mr. | Mahesh Iyer^ | DIN:07560302 PAN:AACPI7788R | Executive Director and Chief Executive Officer | 29-05-2018 | - | - | - | 04-05-1972 | 1 | 0 | Audit Committee – 0 Stakeholder Committee – 1 | Audit Committee – 0 Stakeholder Committee - 0 |
| Mr. | Sumit Maheshwari^^ | DIN: 06920646 PAN: AJWPM7658P | Non Executive Non Independent Director | 27-09-2018 | - | - | - | 27-11-1982 | 3 | 0 | Audit Committee – 6 Stakeholder Committee – 1 | Audit Committee – 0 Stakeholder Committee - 0 |

| | | | | | | | | | | | | |
|------|-----------------------|--|--|------------|------------|---|----|------------|---|---|--|--|
| Mr. | Chandran Ratnaswami # | DIN: 00109215 PAN: AURPR5569C | Non Executive Non Independent Director | 22-08-2012 | - | - | - | 11-05-1949 | 3 | 0 | Audit Committee - 4 Stakeholder Committee - 0 | Audit Committee - 0 Stakeholder Committee - 0 |
| Mr. | Pravir Kumar Vohra@ | DIN: 00082545 PAN: ABKPV7152P | Non Executive Independent Director | 10-04-2015 | 10-04-2020 | - | 69 | 18-05-1954 | 3 | 2 | Audit Committee - 3 Stakeholder Committee - 2 | Audit Committee - 1 Stakeholder Committee - 1 |
| Mr. | Nilesh Vikamsey ** | DIN: 00031213 PAN: AABPV3680Q | Non Executive Independent Director | 23-12-2015 | 23-12-2020 | - | 60 | 16-08-1964 | 5 | 4 | Audit Committee - 7 Stakeholder Committee - 1 | Audit Committee - 1 Stakeholder Committee - 0 |
| Mr. | Sunil Mathur ** | DIN: 00013239 PAN: AGWPM9645F | Non Executive Independent Director | 23-12-2015 | 23-12-2020 | - | 60 | 11-10-1944 | 4 | 4 | Audit Committee - 7 Stakeholder Committee - 2 | Audit Committee - 2 Stakeholder Committee - 1 |
| Mrs. | Kishori Udeshi % | DIN: 01344073 PAN: AAOPU0773E | Non Executive Independent Director | 16-09-2014 | 16-09-2019 | - | 75 | 13-10-1943 | 5 | 5 | Audit Committee - 5 Stakeholder Committee - 2 | Audit Committee - 2 Stakeholder Committee - 0 |
| | | Whether Regular chairperson appointed: Yes | | | | | | | | | | |
| | | Whether Chairperson is related to managing director or CEO: Chairperson is also the Managing Director of the Company | | | | | | | | | | |
| | | <p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&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</i></p> <p><i>* 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.</i></p> | | | | | | | | | | |

^Mr. Mahesh Iyer was appointed by the Board of Directors on 29th May, 2018 as an Additional Executive Director and Chief Executive Officer. On 27th September, 2018 his appointment was regularised by the shareholders. Further, being a Director liable to retire by rotation Mr. Iyer was re-appointed as Executive Director and Chief Executive Officer on 9th August, 2019.

^^ Mr. Sumit Maheshwari was appointed by the Board of Directors on 27th September, 2018 as an Additional Non-Executive Director, liable to retire by rotation. On 9th August, 2019 his appointment was regularised by the shareholders.

Mr. Chandran Ratnaswami was appointed by the Board of Directors on 22nd August, 2012 as an Additional Non-Executive Director. On 6th June, 2013 his appointment was regularised by the shareholders. Further, being a Director liable to retire by rotation Mr. Ratnaswami was re-appointed as Non-Executive Director on 11th September, 2020.

@ Mr. Pravir Kumar Vohra was appointed by the Board of Directors on 10th April, 2015 as an Additional Non-Executive Independent Director. On 27th August, 2015 his appointment was regularised by the shareholders. On 11th September, 2020, he was re-appointed for the second term w.e.f. 10th April, 2020.

** Mr. Nilesh Vikamsey and Mr. Sunil Mathur were appointed by the Board of Directors on 23rd December, 2015 as Additional Non-Executive Independent Directors. On 2nd September, 2016 their appointment was regularised by the shareholders. On 11th November, 2020, they were re-appointed by the Board of Directors for the second term w.e.f. 23rd December, 2020, subject to approval of shareholders.

%Mrs. Kishori Udeshi's initial appointment was done by the Board of Directors on 25th January, 2013 as per Companies Act, 1956. She was appointed as an Independent Director on 16th September, 2014 for a period of 5 years as per the requirement of Companies Act, 2013. Therefore, we have shown her initial date of appointment as 16th September, 2014. On 9th August, 2019 she was re-appointed for the second term w.e.f. 16th September, 2019.

| II. Composition of Committees | | | | | |
|--|---------------------------------------|---------------------------|--|---------------------|-------------------|
| <i>Name of Committee</i> | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Executive/ Non- Executive/independent/ Nominee) \$ | Date of Appointment | Date of Cessation |
| 1. Audit Cum Risk Management Committee | Yes | -Mr. Nilesh Vikamsey | -Non Executive Independent Director(Chairperson) | 23-12-2015 | |
| | | -Mr. Pravir Kumar Vohra | -Non Executive Independent Director(Member) | 28-05-2015 | |
| | | -Mr. Sunil Mathur | -Non Executive Independent Director(Member) | 27-05-2016 | |
| | | -Mrs. Kishori Udeshi | -Non Executive Independent Director(Member) | 25-01-2013 | |
| | | -Mr. Chandran Ratnaswami | -Non Executive Director(Member) | 26-09-2017 | |
| | | -Mr. Sumit Maheshwari | -Non Executive Director(Member) | 27-09-2018 | |
| 2. Nomination & Remuneration Committee | Yes | -Mrs. Kishori Udeshi | --Non Executive Independent Director(Chairperson) | 07-08-2014 | |
| | | -Mr. Sunil Mathur | -Non Executive Independent Director(Member) | 23-12-2015 | |
| | | -Mr. Chandran Ratnaswami | -Non Executive Director(Member) | 29-05-2018 | |

| | | | | | |
|--|-----|-------------------------|--|------------|--|
| 3. Risk Management Committee* | | | | | |
| 4. Stakeholders Relationship Committee' | Yes | -Mr. Pravir Kumar Vohra | -Non Executive Independent Director(Chairperson) | 10-04-2015 | |
| | | -Mrs. Kishori Udeshi | -Non Executive Independent Director(Member) | 29-05-2018 | |
| | | -Mr. Sunil Mathur | -Non Executive Independent Director(Member) | 29-05-2018 | |
| | | -Mr. Nilesh Vikamsey | -Non Executive Independent Director(Member) | 29-05-2018 | |
| | | -Mr. Mahesh Iyer | -Executive Director and Chief Executive Officer (Member) | 05-10-2018 | |
| 5. Corporate Social Responsibility Committee | Yes | -Mrs. Kishori Udeshi | -Non Executive Independent Director(Chairperson) | 31-03-2014 | |
| | | -Mr. Sumit Maheshwari | -Non Executive Director(Member) | 27-09-2018 | |
| | | -Mr. Mahesh Iyer | -Executive Director and Chief Executive Officer (Member) | 29-05-2018 | |

& 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 Audit Committee of the Company has been re-named as the Audit cum Risk Management Committee w.e.f 1st April, 2019, pursuant to which the Risk Management related functions have also been brought under the purview of the Audit Committee. Accordingly, the details pertaining to members and committee meetings for Audit Committee and Risk Management Committee respectively shall be same as Audit cum Risk Management Committee.*

III. Meeting of Board of Directors

| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Whether requirement of Quorum met*</i> | <i>Number of Directors present*</i> | <i>Number of independent directors present*</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
|--|--|---|-------------------------------------|---|--|
| 04.08.2020 | 11.11.2020 | Yes | 8 | 4 | 44 days |

| | | | | | |
|------------|--|--|--|--|---------|
| 18.09.2020 | | | | | 6 days |
| 25.09.2020 | | | | | 46 days |

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)*</i> | <i>Number of Directors present*</i> | <i>Number of independent directors present*</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
|--|---|-------------------------------------|---|--|--|
|--|---|-------------------------------------|---|--|--|

Audit cum Risk Management Committee Meeting details ^

| | | | | | |
|------------|-----|---|---|------------|---------|
| 11.11.2020 | Yes | 6 | 4 | 04.08.2020 | 44 days |
| | | | | 18.09.2020 | 53 days |

Nomination & Remuneration Committee Meeting details

| | | | | | |
|------------|-----|---|---|---|--|
| 11.11.2020 | Yes | 3 | 2 | - | |
| | | | | | |

Corporate Social Responsibility Committee Meeting details

| | | | | | |
|---|--|--|--|---|--|
| - | | | | - | |
|---|--|--|--|---|--|

Stakeholders Relationship Committee Meeting details

| | | | | | |
|------------|-----|---|---|---|--|
| 11.11.2020 | Yes | 5 | 4 | - | |
| | | | | | |

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

**to be filled in only for the current quarter meetings

^ The Audit Committee of the Company has been re-named as the Audit cum Risk Management Committee w.e.f 1st April, 2019, pursuant to which the Risk Management related functions have also been brought under the purview of the Audit Committee. Accordingly, the details pertaining to meetings for Audit Committee and Risk Management Committee respectively shall be same as Audit cum Risk Management Committee.

V. Related Party Transactions

| <i>Subject</i> | <i>Compliance status (Yes/No/NA) refer note below</i> |
|--|---|
| 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 the 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.

VI. Affirmations

The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

1. 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 (applicable to the top 100 listed entities)
2. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
3. 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.
4. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

Sd/-

Amit Parekh

Company Secretary and Compliance Officer

ACS: 13648

Date: 15th January, 2021

| Affirmations | | |
|--|--------------------------------------|--|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA)refer note below |
| <i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i> | 46(2) | Yes |
| <i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i> | 18(1)(d) | Yes |
| <i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i> | 19(3) | Yes |
| <i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting</i> | 20(3) | Yes |
| <i>Whether "Corporate Governance Report" disclosed in Annual Report</i> | 34(3) read with para C of Schedule V | Yes |
| <p>Note</p> <ol style="list-style-type: none"> <i>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.</i> <i>If status is "No" details of non-compliance may be given here.</i> <i>If the Listed Entity would like to provide any other information the same may be indicated here.</i> <p>Sd/- Amit Parekh <i>Company Secretary and Compliance Officer</i> <i>ACS: 13648</i> Date: 15th January, 2021</p> | | |