

Thomas Cook (India) Ltd.  
A Wing, 11th Floor, Marathon Futurex  
N. M. Joshi Marg, Lower Parel  
Mumbai 400 013  
Board No.: +91-22-4242 7000  
Fax No. : +91-22-2302 2864



Travel Smooth  
thomascook.in

A FAIRFAX Company

13th October, 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% 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.**

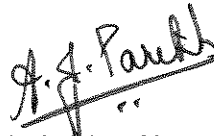
Please find enclosed, following Compliance Report on Corporate Governance as per Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the prescribed format for the quarter and six months ended 30th September, 2016.

1. Quarterly Compliance Report as **Annexure - 1**
2. Six months after end of financial year Compliance Report as **Annexure - 2**

This is for your information and records.

Thank you,

Yours faithfully,  
For Thomas Cook (India) Limited

  
Amit J. Parekh  
Company Secretary and Compliance Officer

Encl.: a/a

Holidays | Foreign Exchange | Business Travel | Visas | Insurance

Corporate Office : A Wing, 11th Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai - 400 013.

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

Email id: enquiry@in.thomascook.com CIN No.: L63040MH1978PLC020717

www.thomascook.in

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity: Thomas Cook (India) Limited  
Quarter ending: September 30, 2016

1. Composition of Board of Directors										
Title (Mr./ Mrs.)	Name of the Director	PAN's & DIN		Category (Chairperson/E xecutive/ Non- Executive/ Independent/ Nominee)*	Date of Appointment term/cessation	Date of 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							
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	N.A.	N.A.	Two	Audit Committee - 6 Stakeholder Committee - 2	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 - 1 Stakeholder Committee - 0	Audit Committee - 0 Stakeholder Committee - 0



Ms.	Kishori Jayendra Udeshi	01344073	AAOPU0773E	Non Executive Independent Director	16th September, 2014	N.A.	3.7 <sup>a</sup>	Five	Audit Committee - 5 Stakeholder Committee - 0	Audit Committee - 0 Stakeholder Committee - 0
Mr.	Pravir Kumar Vohra	00082545	ABKPV7152P	Non Executive Independent Director	27th August, 2015	N.A.	1.4 <sup>#</sup>	Two	Audit Committee - 2 Stakeholder Committee - 1	Audit Committee - 0 Stakeholder Committee - 1
Mr.	Nilesh Vikamsey	00031213	AABPV3680Q	Non Executive Independent Director	2nd September, 2016	N.A.	0.8 <sup>**</sup>	Four	Audit Committee - 10 Stakeholder Committee - 0	Audit Committee - 1 Stakeholder Committee - 0
Mr.	Sunil Mathur	00013239	AGWPM9645F	Non Executive Independent Director	2nd September, 2016	N.A.	0.8 <sup>**</sup>	Six	Audit Committee - 8 Stakeholder Committee - 2	Audit Committee - 3 Stakeholder Committee - 0

<sup>a</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

\* 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.

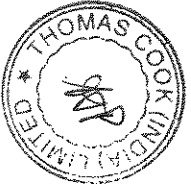
<sup>A</sup>Tenure of Ms. Kishori Udeshi is counted from the date of appointment by Board of Directors on 25th January, 2013.

<sup>#</sup>Tenure of Mr. Pravir 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

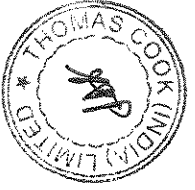
Name of Committee	Name of Committee members	Category
1. Audit Committee	1. Mr. Nilesh Vikamsey	(Chairperson/Executive/ Non-Executive/ Independent/Nominee) <sup>#</sup>
	2. Mr. Sunil Mathur	Non- Executive -Independent
	3. Mrs. Kishori Udeshi	Non- Executive-Independent



10/17

0

2. Nomination & Remuneration Committee	4. Mr. Pravir Kumar Vohra	Non-Executive-Independent	Maximum gap between any two consecutive (in number of days) - Time gap between (A) and (B) is 0 days. - Time gap between (B) and (C) is 67 days.
	5. Mr. Harsha Raghavan	Non-Executive	
	1. Mrs. Kishori Udeshi	Non-Executive-Independent-Chairperson	
	2. Mr. Sunil Mathur	Non-Executive-Independent	
	3. Mr. Harsha Raghavan	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. 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.			
<b>Meetings of Board of Directors</b>			
<b>Date (s) of Meeting (if any) in the previous quarter</b>	<b>Date (s) of Meeting (if any) in the relevant quarter</b>		
27th May, 2016(A)*	4th August, 2016 (C)		
28th May, 2016(B)*			
*Board Meeting held on 27th May, 2016 was adjourned to 28th May, 2016.			
<b>IV. Meetings of Committees</b>			



Handwritten initials/signature at the top left corner.

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	4th August, 2016 (B)	Yes. Quorum was present for the meeting. 5 out of 5 directors were present for the meeting held on 4th August, 2016.	27th May, 2016 (A)	- Time gap between (A) and (B) is 68 days.
Nomination and Remuneration Committee	Nil		Nil	-
Stakeholder Relationship Committee	Nil		Nil	-

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

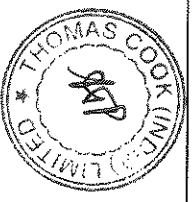
**II. Related Party Transactions**

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	N.A.

**Note**

- 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.
- If status is "No" details of non-compliance may be given here.

*SAJ*



**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.

For Thomas Cook (India) Limited



Amit J. Parekh  
Company Secretary and Compliance Officer  
ACS: 13848



ANNEXURE - 2

FORMAT TO BE SUBMITTED AT THE END OF 6 MONTHS AFTER END OF FINANCIAL YEAR ALONG WITH SECOND QUARTER REPORT OF NEXT FINANCIAL YEAR

Name of Listed Entity: Thomas Cook (India) Limited  
 Quarter ending: September 30, 2016

I Affirmations	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
<b>Broad heading</b> Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note</b>		
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.		

For Thomas Cook (India) Limited

*A. J. Parekh*

Amit J. Parekh

Company Secretary and Compliance Officer

ACS: 13648

