

**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 March, 2020

<b>I. Composition of Board of Directors</b>												
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 directors hip 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 proviso 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 <sup>^</sup>	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 <sup>^</sup>	DIN: 06920646 PAN: AJWPM7658P	Non Executive Non Independent Director	27-09-2018	-	-	-	27-11-1982	3	0	Audit Committee - 7 Stakeholder Committee - 2	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 - 3 Stakeholder Committee - 0	Audit Committee - 0 Stakeholder Committee - 0
Mr.	Pravir Kumar Vohra@	DIN: 00082545 PAN: ABKPV7152P	Non Executive Independent Director	10-04-2015	-	-	60	18-05-1954	3	3	Audit Committee - 4 Stakeholder Committee - 2	Audit Committee - 1 Stakeholder Committee - 1
Mr.	Nilesh Vikamsey **	DIN: 00031213 PAN: AABPV3680Q	Non Executive Independent Director	23-12-2015	-	-	51	16-08-1964	7	6	Audit Committee 8 Stakeholder Committee- 1	Audit Committee -2 Stakeholder Committee- 0
Mr.	Sunil Mathur **	DIN: 00013239 PAN: AGWPM9645F	Non Executive Independent Director	23-12-2015	-	-	51	11-10-1944	4	4	Audit Committee -7 Stakeholder Committee- 2	Audit Committee -3 Stakeholder Committee- 1
Mrs.	Kishori Udeshi %	DIN: 01344073 PAN: AAOPU0773E	Non Executive Independent Director	16-09-2014	16-09-2019	-	66	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>&amp;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>										

	<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.</p> <p>^^ 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.</p> <p># 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 27th September, 2018.</p> <p>@ 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 30th January, 2020 he was re-appointed by the Board of Director for the second term w.e.f. 10th April, 2020, subject to approval of shareholders.</p> <p>** 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.</p> <p>%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 16<sup>th</sup> 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 16<sup>th</sup> September, 2014. On 9th August, 2019 she was re-appointed for the second term w.e.f. 16th September, 2019</p>
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II. Composition of Committees					
Name of Committee	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	
<p><sup>4</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</p> <p>* 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.</p>					
<b>III. Meeting of Board of Directors</b>					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
03-10-2019	30-01-2020	Yes	8	4	58

07-11-2019	26-02-2020	Yes	8	4	26
25-11-2019		Yes			
02-12-2019		Yes			

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

#### IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
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##### Audit cum Risk Management Committee Meeting details ^

30.01.2020	Yes	6	4	03.10.2019	83
26.02.2020	Yes	6	4	07.11.2019	26

##### Nomination & Remuneration Committee Meeting details

30.01.2020	Yes	3	2	07.11.2019	-
26.02.2020	Yes	3	2		
12.03.2020	Yes	3	2		

##### Corporate Social Responsibility Committee Meeting details

30.01.2020	Yes	3	1	-	-
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##### Stakeholders Relationship Committee Meeting details

24.01.2020	Yes	3	3	22.10.2019	79
17.02.2020	Yes	5	4	05.11.2019	23

\* 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

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 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.

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JYOTINDRA  
PAREKH

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AMIT JYOTINDRA  
PAREKH  
Date: 2020.05.13  
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**Amit Parekh**

Company Secretary and Compliance Officer

ACS: 13648

Date: 13th May, 2020

## 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
<b>Note</b>		
<ol style="list-style-type: none"> <li>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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
<b>For Thomas Cook (India) Limited</b>		
<p><b>Amit J. Parekh</b>  Company Secretary and Compliance Officer  ACS: 13648</p>		