

# CREATING A WORLD OF INFINITE TRAVEL POSSIBILITIES.

ANNUAL REPORT 2017 - 2018



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## Corporate Information

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### Chief Financial Officer

Brijesh Modi

### Company Secretary & Compliance Officer

Amit J. Parekh

### Auditors

B S R & Co. LLP

### Principal Bankers

(in alphabetical order)

Axis Bank Limited  
Bank of America  
HDFC Bank Limited  
ICICI Bank Limited  
IDFC Bank Limited  
IndusInd Bank Limited  
Kotak Mahindra Bank Limited  
RBL Bank  
State Bank of India  
Yes Bank

### Registrars & Share Transfer Agents

TSR Darashaw Limited  
6-10, Haji Moosa Patrawala Indl. Estate  
20, Dr. E Moses Road, Mahalakshmi,  
Mumbai - 400 011.  
Tel: +91 22 6656 8484  
Fax: +91 22 6656 8494  
Email Id: csg-unit@tsrdarashaw.com  
Website: www.tsrdarashaw.com

### Registered Office

Thomas Cook (India) Limited  
CIN: L63040MH1978PLC020717  
Thomas Cook Building,  
Dr. D. N. Road, Fort,  
Mumbai - 400 001  
Tel: +91 22 4242 7000  
Fax: +91 22 2302 2864  
Email id: sharedept@in.thomascook.com  
Website: www.thomascook.in



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[www.thomascook.in](http://www.thomascook.in)

## Board of Directors



### Sitting Left to Right

**Chandran Ratnaswami**  
Non-Executive Director

**Madhavan Menon**  
Chairman and Managing Director

**Kishori Udeshi**  
Non-Executive Director – Independent

### Standing Left to Right

**Sunil Mathur**  
Non-Executive Director – Independent

**Harsha Raghavan**  
Non-Executive Director  
(resigned w.e.f. 24 May, 2018)

**Nilesh Vikamsey**  
Non-Executive Director – Independent

**Pravir Kumar Vohra**  
Non-Executive Director – Independent

### Not in the Above Picture



**Mahesh Iyer**  
Executive Director and Chief Executive Officer  
(appointed w.e.f. 29 May, 2018)

## Leadership Team

### Thomas Cook India Group



**Madhavan Menon**  
*Chairman & Managing Director,  
Thomas Cook (India) Ltd.*



**Mahesh Iyer**  
*Executive Director and  
Chief Executive Officer,  
Thomas Cook (India) Ltd.*



**Vishal Suri**  
*Managing Director,  
SOTC Travel Ltd.*



**Dipak Deva**  
*Managing Director,  
Travel Corporation (India) Ltd.*



**Laurent Kuenzle**  
*Managing Director,  
Asian Trails Holding Ltd.,  
Thailand*



**Monika Leul**  
*Managing Director,  
Kuoni Private Safaris (Pty)  
Ltd., (South Africa)*



**Maria Ng**  
*Managing Director,  
Travel Circle International Ltd.,  
Hong Kong*



**Chaminda Dias**  
*Managing Director,  
Luxe Asia (Pvt) Ltd., Sri Lanka*



**Mohinder Dyall**  
*Chief Operating Officer,  
Thomas Cook (Mauritius)  
Operations Co. Ltd.*



**Alexander Spiro**  
Managing Director,  
Private Safaris (East Africa)  
Ltd., Kenya



**Peter Payet**  
Managing Director,  
Desert Adventures Tourism  
LLC, Dubai



**Mark Morello**  
Managing Director,  
Horizon Travel Services  
LLC, USA



**Debasis Nandy**  
President & Group CFO  
Thomas Cook (India) Ltd.

## Portfolio Investments



**Ajit Isaac**  
Chairman &  
Managing Director,  
Qess Corp Ltd.



**Ramesh Ramanathan**  
Managing Director,  
Sterling Holiday Resorts Ltd.

## Thomas Cook India Group at a Glance

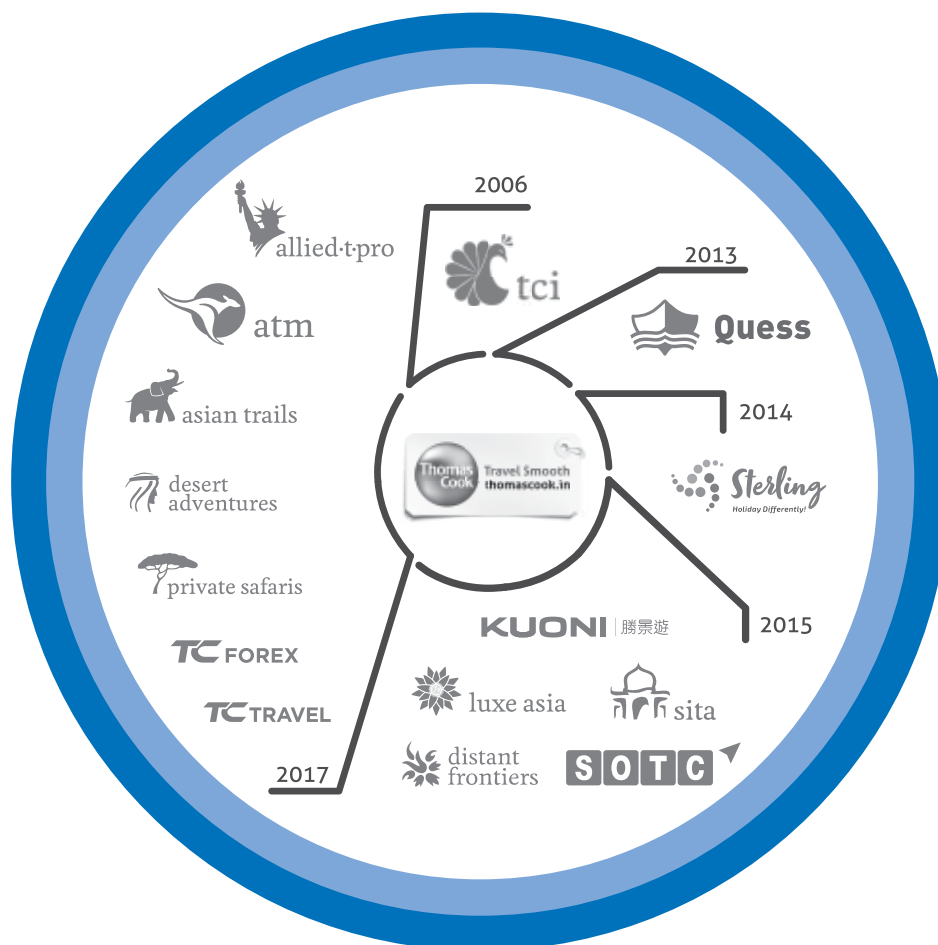
**Thomas Cook (India) Limited (TCIL) is the leading integrated travel and travel-related financial services Company in the country offering a broad spectrum of services that include Foreign Exchange, Corporate Travel, MICE, Leisure Travel, Insurance, Visa & Passport Services and E-Business. The Company set up its first office in India in 1881.**

The Thomas Cook India Group today spans 21 countries across 4 continents, with a team of over 6,600 and 59 nationalities, a combined revenue in excess of Rs. 114.12 Billion (over USD 1.75 Billion), and operates leading B2C and B2B brands including, Thomas Cook (India) Limited, SOTC, TCI, SITA, Asian Trails, Allied T Pro, ATM, Desert Adventures, Kuoni, Private Safaris. The Group is today one of the largest travel service provider networks headquartered in the Asia-Pacific region.

The Company is promoted by Fairfax Financial Holdings Limited through its wholly-owned subsidiary, Fairbridge Capital (Mauritius) Limited, and its controlled affiliates holding 67%. Fairfax Financial Holdings Limited, through Thomas Cook (India) Ltd., owns 49% of Qess Corp Limited, a provider of integrated business services, and 100% of Sterling Holiday Resorts Limited, a company engaged in vacation ownership and resort business.

### The Journey of the Thomas Cook India Group Since 2006

An exciting portfolio of B2B and B2C brands makes the Group one of the largest travel service provider networks headquartered in the Asia-Pacific region.





Rs. **104.70** BnMarket cap  
As of 31 March, 2018Rs. **114.12** BnTotal revenue  
for FY 2017-18Rs. **3.98** BnEBIT for  
FY 2017-18Rs. **60.74** BnEBT for FY 2017-18 after  
exceptional items

## Business Structure

### Thomas Cook India Group

Travel and Related Services  
(Outbound, Corporate Travel  
& MICE and Domestic Travel)

Financial Services  
(Foreign Exchange and  
Other Financial Services)

Destination Management  
Specialist Companies  
(Inbound)

Portfolio Investments  
(Qess Corp, Sterling  
Holiday Resorts)

## Our Growing Global Network



Map not to scale. For illustrative purposes only.

## Message from the Chairman's Desk



**Dear Shareholders,**

**The Financial Year ended March 31, 2018 has been a special year for your Company. In line with our ambition of being a one-stop shop catering to all the needs of the Indian Traveller, we have embarked on a strategy to use technology as an enabler to fulfil their aspirations and ambitions. We hope to make the experience content rich and seamless. This strategy will help us in meeting the clear opportunity of the strong expected growth in retail demand and the aspirations of younger, Gen Y customers, while addressing the expectations of our existing customer base.**

### **Economic overview**

India's economy grew at its fastest in seven quarters in the January-March 2018 period, pointing to a persistent revival trend. Gross domestic product rose 7.7% in the fourth quarter, retaining India's ranking as the world's fastest-growing major economy, outpacing China by nearly a percentage point. This despite the teething challenges of GST implementation.

The price per barrel of Brent Crude rose from USD 46.37 in June 2017 to USD 76.98 in May 2018. A combination of elevated crude oil prices and a weak Indian rupee, which was trading at a 5-year low in 2018, could adversely impact India's current account position, and inflation rates.

We are also witnessing growing tensions and trade wars in the global economy that could potentially impact the Indian economy as well, causing increased volatility in global markets in the near term.

Despite the initial teething problems relating to the GST rollout, we

remain bullish about the long-term positive impact that it will offer your Company and the organised travel sector at large.

### **Industry overview**

These positive trends in the global and Indian economy also manifested in the Travel and Tourism Industry. Globally, for the 6th year in a row, the travel industry outpaced global economic growth in 2017.

According to a 2018 economic impact report by the World Travel & Tourism Council (WTTC), India is likely to become the third-largest tourism economy in the next 10 years.

The total contribution by the Travel and Tourism Industry to India's GDP is expected to increase from Rs. 1,524 Lakh Crore (USD 234.03 Bn) in 2017 to Rs. 3,205 Lakh Crore (USD 492.21 Bn) in 2028.

The Government's decision to allow 100% FDI in the sector under the automatic route, is expected to contribute to the sustained growth in tourism in the long-term as it will attract investment in the Hospitality

sector and related infrastructure areas like airports, roads etc.

Improved regional air connectivity has further spurred the growth momentum of the industry. Strategic tourism initiatives such as the Pilgrimage Rejuvenation and Spirituality Augmentation Drive (PRASAD) also create exciting opportunities on the Domestic tourism front.

This Government's contribution to the development of Tourism has been unparalleled in the history of Independent India. Its consistent moves to ease entry visa restrictions for many other nationalities resulted in similar easing of visa restrictions for Indian travellers by many other Governments across the world.

### **Company overview**

The prevailing macro environment has opened up new vistas of growth for our Company, with our four distinct verticals namely: Travel Services, Travel Related Foreign Exchange, Destination Management Services (DMS) and Portfolio Investments such as Sterling Holiday Resorts Ltd. -



structured to maximise potential across these large and growing opportunities.

## Highlights:

### Acquisitions & Expansion

To further strengthen your Company's ability to scale growth in the dynamically evolving travel landscape, we embarked on a series of acquisitions during the year. These were the acquisitions of Kuoni's Global Destination Management network across 17 countries and Tata Capital's erstwhile Travel and Forex businesses in India, which were then rebranded as TC Travel & TC Forex respectively.

The acquisition of Kuoni's Global Destination Management network marked an important milestone in our journey, creating a now significant global footprint for our Group, across 24 countries & 4 continents. We now are a team of over 6,600 travel professionals from 59 nationalities, operating from offices across 24 countries, making your Company one of the largest travel service provider networks headquartered in the Asia-Pacific region.

In India, we are the leading Integrated Travel Services with a network of over 540 service locations across 104 locations in India and the largest player across Outbound, Inbound, Business Travel, MICE and Foreign Exchange Services.

Through our acquisition strategy we have diversified our business across multiple businesses, but also across multiple regions of the world. Your Company has become the only Multinational Travel company in India.

Your Company continues to be open to new investment opportunities in related and adjacent areas and will evaluate these as and when they arise.

### Technology and Customer focus

With more than 65% of customers starting their travel researching online and expecting real/near real-time fulfilment, your Company is focussing on enhancing our digital capabilities in line with the expectations of younger, digital native customers. Our thrust on innovation & technology saw increased investments in both customer-facing and back-end technology to improve customer experience.

We launched a unique FIT technology platform called Voyager – to equip our sales team to build and book customised holidays that are bookable on the go. We expect this platform to reduce the turnaround time for an FIT enquiry to make it quick and seamless.

Our advanced web technology platform Astra was deployed across thomascok.in and sotc.in. Astra offers enhanced features and functionalities for both these integrated e-commerce portals, across our lines of business and is designed to work seamlessly across both mobile and desktop devices.

In line with our Customer First focus – your Company launched a unique self service module on the thomascok.in mobile app as well as a dedicated Customer service app - Engage - for SOTC. These apps will empower customers, enabling them to track their booking status, get updates, make changes in their bookings etc. in real time. Similar self service capabilities were launched for Business Travel clients as well as our Borderless Prepaid Card customers.

Your Company is also actively engaged in deploying technology enhancements using robotics, & machine learning to drive volumes and improve business efficiencies. Similar efforts are being invested in

# 45%

Group PBT growth over FY 2016-17 on comparable basis

# Rs. 5.38 Bn

Standalone PBT for FY 2017-18



*The acquisition of Kuoni's Global Destination Management network marked an important milestone in our journey, creating a now significant global footprint for our Group, across 24 countries and 4 continents.*



*Our thrust on innovation and technology saw increased investments in both back-end and customer-facing technology to improve customer experience.*



the areas of analytics and customer experience to improve marketing effectiveness and improved customer satisfaction

### **Initiatives to drive efficiency**

The year under review also saw your Company undertake several initiatives to boost process efficiencies.

One such critical initiative was the Shared Services Centre – a unique initiative aimed at improving productivity and cost saving via a common resource pool to deliver standardised and automated processes for all our group companies, across key functions including Finance, IT, HR and Admin.

Two other initiatives that your Company undertook to make growth and profitability sustainable, were Zero-Based Budgeting (ZBB) for cost optimisation and Zero-Based Organisation (ZBO) for employee productivity optimisation. These have delivered significant learning and benefits for the enterprise.

Another initiative that your Company embarked on during the year was a Sales Analytics project that assists us in targeting customers more effectively and to improve our sales and marketing efficiency. I am pleased to report that we have already started seeing the benefits of this programme in our sales numbers.

### **Financial overview**

All of the initiatives and measures described have enabled your Company to deliver strong financial performance for the year:

The Company declared a Profit Before Tax of Rs. 5.38 Bn at a standalone basis for FY 2017-18. This included a net gain of Rs. 5.35 Bn, largely arising out of the stake sale of 5.42% in Qess Corp. Ltd, which has been de-consolidated effective March 1, 2018.

What is notable, however, is that even excluding the One-time Offer for Sale (OFS) gain and on a comparable basis, the PBT of the Group, grew by 45% in FY 2017-18 over FY 2016-17.

The Board of the Company, had at its meeting held on 23 April, 2018 approved a corporate restructuring exercise aimed at simplifying the structure of the holdings, streamlining businesses and resources, ensuring focussed management, consolidating real estate and brands acquired through inorganic growth and eliminating cross holdings. Pursuant to the composite scheme, Thomas Cook (India) Limited shareholders will be the beneficiaries of Qess Shares. This exercise is expected to conclude by March 2019 subject to regulatory approvals.

### **Responsible growth**

Your Company was instrumental in setting up the Fairfax India Charitable Foundation (FICF) and has embarked on a Dialysis Initiative aimed at enhancing sustainable, affordable dialysis access in remote areas of the country. FICF is now proud to be associated with the Pradhan Mantri National Dialysis Program (PMNDP) reaching under a Public Private Partnership (PPP) scheme.

Under PMNDP, FICF has as of March 31st, 2018, donated 90 dialysis machines across Nagaland, Arunachal Pradesh, Odisha, Jammu & Kashmir & Chhattisgarh. I am also glad to report that cumulatively, as of end July 2018, FICF has installed 172 dialysis machines across 15 states, enabled over 25,000 dialysis sessions.

Going forward, FICF is committed to installing 1,000 dialysis machines across 200+ dialysis centres, together capable of offering 9,00,000+ dialysis annually. These will be focussed on

serving India's poor and located in remote areas, with no/limited dialysis infrastructure.

We believe that the Ayushman Bharat scheme covers the area of Dialysis and facilitate greater penetration for the dialysis centres that will have the machines installed by us.

### **Future outlook**

Against the backdrop of the enormous opportunity that the travel & tourism sector represents in the coming years, the leadership of your Company is focussed on two broad areas going forward:

- 1) Unparalleled Customer Delight across a seamless Omni channel model
- 2) Sustainable growth and profitability via state-of-the-art technology, efficiencies of scale & best-in-class processes.

I take this opportunity to thank the Board of Directors, leadership teams across the Group, as well as every customer, employee, partner, investor and stakeholder for your unstinting support.

I am confident that we shall continue to enjoy this going forward and together ensure strong and sustainable growth in the years to come.

Thank you,

### **Madhavan Menon**

*Chairman & Managing Director,  
Thomas Cook (India) Ltd.*

# Consolidated Financial Highlights

	Rs. in Million				
Year	2013	2014-15	2015-16	2016-17	2017-18
Total Revenue	13,053.9	32,863.2	61,570.2	88,467.7	114,115.5
Total Expenditure	12,031.4	31,153.3	60,622.5	86,482.9	111,629.1
Ratio	92%	95%	98%	98%	98%
Profit Before Taxation, Prior Period & Exceptional Items	1,022.6	1,709.9	947.8	1,986.1	2,653.7
Profit Before Taxation	1,022.6	1,709.9	9.3	1,986.1	60,908.4
Profit After Taxation	687.2	1,123.4	(585.2)	861.0	61,313.9
Equity Shareholders' Funds	6,888.1	13,337.4	12,476.6	19,863.0	86,714.0
Earnings per Share - Basic	2.64	3.56	(1.60)	1.18	162.52

## Equity Shareholders' Fund

Rs. in Million



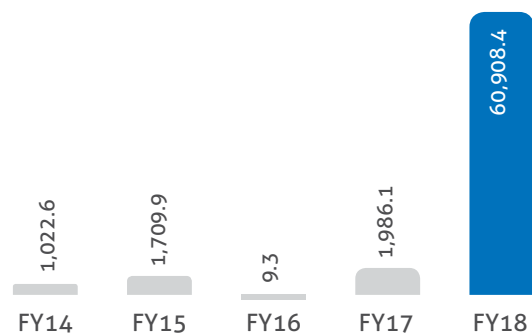
## Profit Before Taxation & Exceptional

Rs. in Million



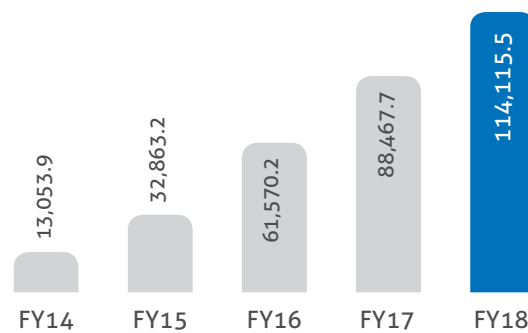
## Profit Before Taxation

Rs. in Million



## Total Revenue

Rs. in Million



## *Creating a World of Infinite Travel Possibilities*

We perpetually strive to create a world of infinite travel possibilities, focussed on world-class customer experience for sustainable growth across our businesses. We do this by leveraging our skills and strengths, while staying rooted in our deep respect for human values and our rich legacy.

Steering our efforts is our concerted focus on:



Augmenting the strengths of our PEOPLE and their EXPERTISE to drive our values-led business charter across the value chain of our offerings.



Leveraging the power of TECHNOLOGY to create a more seamless and integrated experience for our customers.



Strengthening our PRODUCT portfolio and SERVICE proposition to reach out more effectively to customers around the world.





INNOVATING new ways and tools to deliver exhilarating experiences for every traveller, across interests, price points and age groups.



EXPANDING the horizons of our business to capture new and emerging opportunities for growth and profitability.



# *Harnessing People & their Expertise to capture infinite opportunities*

In an industry that is centred on delivering infinite experiences to customers, people are a critical engine to create and deliver such experiences.



We, at TCIL, are making significant investments in developing a professional and agile workforce that is responsive to the aspirations of our customers. We thus take pride in caring for our employees and inspiring every member of the Thomas Cook India family to uphold the Company's Vision and Values with 'PRIDE'.

### Nurturing skills and quality

The expertise and experience of our over 6,600 workforce, drawn from 59 diverse nationalities around the world, has emerged as a major driver of our exceptional growth story and a key element of our industry-leading performance, year-on-year.

To ensure sustained skill development and empowerment of our workforce, we have put in place a strong training & development framework. Technology-based learning platforms (Learning Management System) have been developed to train our employees on a regular basis; also Quik HR and iHelp with easy access to HR policies, etc. A specialised module (Thomas Cook Executive Trainee Programme) was initiated to create a talent pipeline across the junior and

middle management levels in the Company. By promoting talent from within, the Company ensures that employees get larger responsibilities early in their careers and are able to hone their leadership skills.

We continue to be an Employer of Choice among students at the various campuses that we hire from.

Our Key Talent Pool initiative focusses on opportunities for top performers with management development programmes and unique learning options. Its intense Management Development Programmes have proved to be a valuable tool in leadership development of middle and senior management teams and have brought more focus to succession planning across all positions at the Executive Committee level.

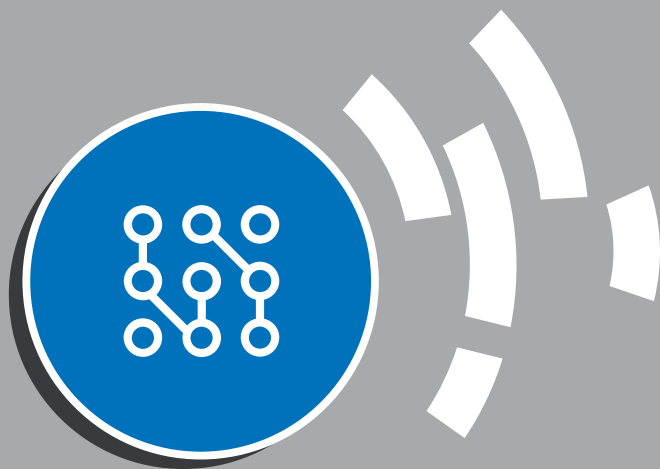
### Nurturing an open work culture

Our Human Resources Department is continuously working to promote an open culture, with a vibrant and energising work environment for our employees. We remain focussed on empowerment of our people as an equal opportunity employer for women and men with a gender diversity ratio of 27:73. The average age of our people is 33 years with an average tenure of 4 years with our Company. In an endorsement of the success of our continuous initiatives to improve gender diversity, we were recently honoured as one of the Working Mother & AVTAR 100 Best Companies for Women in India 2017.

### Promoting employee welfare

Employee welfare is a focus area of our HR charter and we have introduced various initiatives to engage with our people outside the work relationship we share with them, including our Wellness at Work programme. Besides online engagement (quizzes and contests), we organise various fun and interactive sessions for special occasions and festival celebrations to make the work environment engaging for our employees, while keeping them aligned to the organisational goals.





# *Leveraging Technology to capitalise on infinite growth possibilities*

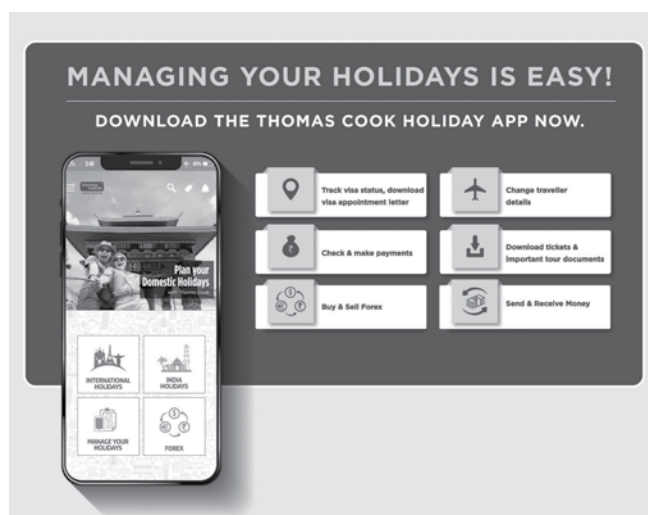
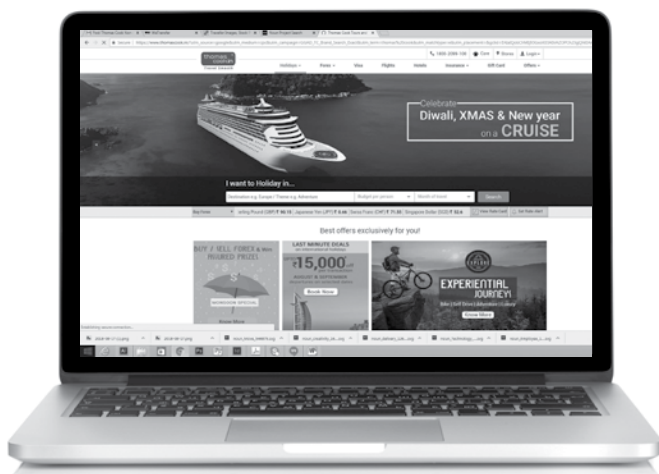
Your Company has adopted a hybrid omni-channel strategy to cater to the needs of India's diverse market, with a seamless Clicks & Bricks model, enabling easy transition between physical and digital touchpoints. This gives consumers the choice of choosing from equally robust systems of offline and online channels, or a combination thereof.

Our digital initiatives have led to significant increase in e-commerce, which now accounts for over 25% of our overall package holiday business with and 30% of visa customers. Our 4.3 star rating (out of a maximum of 5) on Facebook reflects the satisfaction of our customers.

### Enhancing customer experience through technology

We undertook an overhaul of our website - thomascook.in – to drive better user-experience, with an enhanced design/ user interface and rich content. The new website has made online purchases smooth (across holidays, foreign exchange, visas and insurance), ensuring a one-stop solution for our customers. Our Company's Holidays and Forex Store, coupled with a unique online visa platform are vital tools that equip today's on-the-go customer with instant access to information and transactions.

Our Holidays App and Forex App, developed to target the new-age traveller have witnessed strong growth. The apps provide a wealth of travel and forex content, products & services along with booking and payment capabilities.





To achieve a seamless customer interface, increase engagement, connect with remote users and enhance efficiencies, the Company has launched the following business applications/platforms:

### **Integrated Customer Self Service Module**

FY 2017-18 witnessed the launch of our integrated Customer Self Service tool, for both the Holidays and Forex apps, providing customers the ability to track their holiday/forex bookings and visa applications, balance payments, request for changes and more.

### **Dynamic FIT package building platform Voyager – enabling ease of customisation**

Voyager – a unique technology platform to equip our sales teams was designed to compare rates (across over 600,000 hotels, sightseeing attractions, transportation options; and 450 airlines, worldwide), and build instant customised holidays that are bookable on the go.

### **Click2Book drives growth in Business Travel**

The shift of business travel to an online environment has encouraged

the Company to develop a web-based self-booking tool Click2Book. The tool provides a comprehensive suite of products, across flights, hotels, cars, visas, foreign exchange and travel insurance, to our business travel customers. In the last three years, we have witnessed over 30% Y-o-Y increase in adoption of this tool by our business customers, and currently, contributes to over 30% of our business travel business.

### **iBook – A unique travel management tool for corporate clients**

To enhance experience of a corporate traveller, SOTC launched an in-house custom-built tool called iBook, where multiple client profiles, invoicing and credit limits can be managed seamlessly. The App is built to cater to the specific needs of corporate clients.

### **Launch of the new Sabre Workspace**

This initiative was launched to benefit business travellers, with features like fare quotation app, pre & post fare optimiser, automated exchange, Sabre Travel Security and (Unused Electronic Ticketing & Reporting (UETTR).

### **Tejas – Sales Analytics Programme**

Your Company partnered with Accenture to leverage analytics to improve lead conversion and productivity by prioritising leads based on potential to book and enhance engagement with past customers through continuous targeted communication. This initiative has resulted in significant improvement in marketing and sales efficiencies across Thomas Cook India and SOTC.

### **iLead and Astra – CRM integrated app and advanced web technology platform**

To further augment our operational integration, we launched a CRM integrated app - iLead, for holiday sales agents, as well as an advanced web technology platform Astra offers enhanced features and functionalities to ensure smooth integration with multiple suppliers, ease in content management, and reduce turnaround time.

### **Engage – New SOTC customer service app**

With its new post-sale customer app – Engage, SOTC has become the first holiday company to provide a personalised, seamless experience to its customers through a mobile platform. The app features include documentation formats and visa forms, tracking of visa status, provision to update and amend personal details, along with purchase of additional excursions. The app marks an extension of the company's customer-centric journey.

### **SOTC implements Optical Character Recognition (OCR)**

Solution for passport scanning, thereby increasing accuracy and efficiencies in visa processing.



## Thomas Cook Prepaid Cards move to Euronet's world-class card issuing platform

Your Company entered into a strategic partnership with Euronet Worldwide Inc., to add significant benefits on our unique prepaid travel cards. All cards issued by TCIL are now being hosted and managed on Euronet's world-class payments processing and card issuing platform, which is highly configurable to helping us roll out customised options to meet specific customer needs – across business, leisure, B-leisure, student etc.



## Marketing Automation

Our Marketing Automation initiative enables real-time, data-driven and personalised conversations with the consumer to enable increased conversion and ROI, increased customer lifetime value, improved marketing efficiency, highly personalised campaigns and improved customer experience.





# *Addressing infinite possibilities with a growing products & service portfolio*

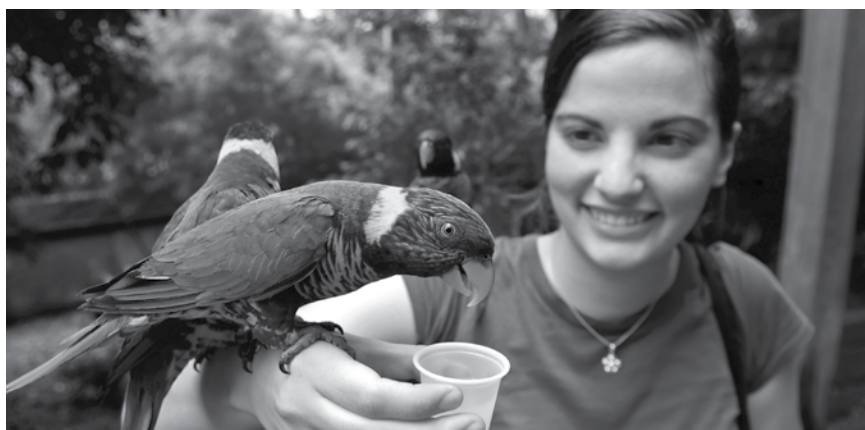
To keep pace with new emerging markets/segments and the fast-changing needs of customers, we have expanded our portfolio with innovative product and service offerings to address the experiential aspirations of the new-age Indian traveller, in search of new destinations to travel to and seamless services to enable hassle-free experiences.





### Strengthening our product bouquet

We expanded our volume driver Group Escorted Tours to include Regional Tours (Avismarniya Europe, Albelu tours, Hoichoi specials, Aavo Mari Sathe packages) incorporating the comfort of home-cooked food on tour and the reassurance of an accompanying experienced Thomas Cook Tour Manager. Theme Park tours were created to leverage the power of India's new protagonist travellers – Kids! In light of a strong emerging trend for experiential travel, particularly from Young India, a new product, Millennials, was launched, with vibrant elements like kick boxing, abseiling and kite surfing or a martial arts class in Kalaripayattu and Ayurveda therapy, etc.



New segments were also explored to target future growth. The high-growth Honeymoon travel market inspired us to launch unique Romantic Getaways group tours, while for the high-potential woman traveller segment, our Company's What Women Want range has included elements like shopping, spa-wellness, culinary master-class with local chefs, etc.

To leverage the Festive Season, your Company launched special Festive Tours to operate during Durga Puja, Diwali, Dussehra and Christmas-New Year.

Our Weekend Getaways and Staycations were aimed at young working professionals.

To cater to the growing demand of spiritual tourism in the country, SOTC had recently launched Darshans, India's first online portal for religious ceremonies with a selection of over 40 specially-designed religious and spiritual experiences across 60 destinations in India.

With Indians moving rapidly from the traditional see-as-much-as-you-can multi country packages, to a deeper exploration of a single locale, we launched our Hello Series – featuring a single standalone exotic destination, at an affordable price point.

To cater to the growing needs of Indian students travelling overseas for further studies, your Company's

*SOTC launched Darshans, a selection of over 40 specially designed religious and spiritual experiences across 60 destinations in India.*



Student Forex and Visa facilitation services, packaged with special air fares, excess baggage allowances and insurance was of value. Your Company launched a strategic Study Buddy programme, with attractive offers and a range of assured gifts, to inspire student foreign exchange transactions.

Long-term strategic partnerships with Tourism Boards, Immigration Departments, attraction/sightseeing partners have been of significant value in enhancing our product development, including a 3-year strategic agreement with Wildlife Reserves Singapore, an MoU with Tourism New Zealand and Immigration New Zealand.

The partnerships included joint marketing activities with 45 Trade Partners.

With the acquisition of 17 Kuoni Global Destination Management Specialist companies/assets - Asian

Trails (APAC), Allied T Pro (North America), Desert Adventures (MENA), ATM (Australia) and Private Safaris (Southern & Eastern Africa), we have been able to significantly expand and enhance our product portfolio.

### Reaching out to new destinations

To meet the aspirational desires of the new-age Indian consumer, our Company launched new destinations to satiate their travel needs, across domestic and international markets. In the outbound segment, our destination focus covered Hungary, the Czech Republic, Croatia, Romania, Poland, Slovenia, Jordan, Japan, Korea and Bali; also exotic locales like Azerbaijan, Iceland, South Africa. Traditional favourites featured were USA-Canada, UK, France, Switzerland and Asia's Singapore, Thailand, Malaysia; Australia, New Zealand and short hauls like Dubai & Abu Dhabi-Yas Island.

*With the acquisition of 17 Kuoni Global Destination Management Specialist companies/assets, we have been able to significantly expand and enhance our product portfolio.*

For our domestic travellers, some of the favourite choices were Himachal Pradesh, Uttarakhand, Kashmir, Kerala, Ladakh, Andamans, Goa, in addition to new and trending destinations like the North East, besides religious based tours such as Char Dham and Mansarovar.





# *Innovating to translate possibilities into reality*

The dynamic changes in the industry landscape require continual innovation to cater to the ever-evolving needs of customers – an imperative for translating the infinite travel possibilities into reality. To keep ourselves aligned with these transformations, we have strategically identified innovation as an important pillar of our growth.



### Cashless Ecosystem with 'Borderless' Prepaid Card and One Currency Card

Launched in partnership with MasterCard, our innovative multi-currency Borderless Prepaid Card, encompassing nine global currencies, is empowering the global traveller with its focus on convenience, security and global access.

The Thomas Cook 'One Currency Card' is India's first prepaid card with Zero cross-currency conversion fees and a single load currency (USD).

### Holiday Savings Account makes travel affordable

The Holiday Savings Account is another of our path-breaking

initiatives that has been well received by our customers. It provides them with the ability to break the cost of their holiday into 12 instalments and save every month via a Recurring Deposit (RD) account with one of our seven partner banks. During FY 2017-18, we launched additional destinations under the scheme and opened 1,151 RDs for over 2,450 customers who have booked to travel the following year.

### Travel Quest to leverage the Student sector

Our Travel Quest Study Tours redesigned to leverage the high potential education sector with a combination of fun and learning travel experiences. We have seen strong

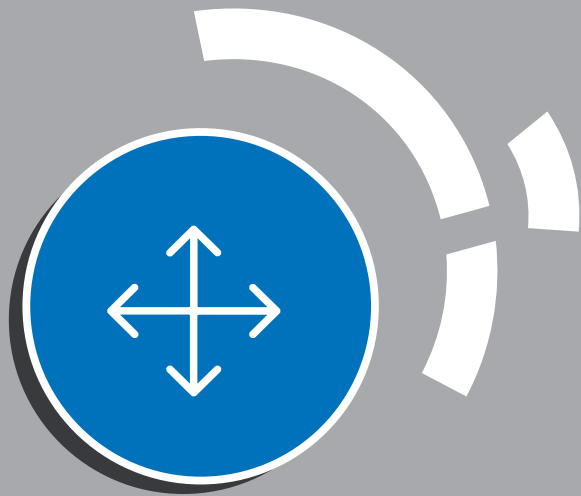
delivery of 2,700 student travellers since its inception to destinations as diverse as Kerala, Singapore and USA.

### Darshans targets the Pilgrimage segment

SOTC's innovative religious tour packages – 'Darshans' – is designed to leverage the high potential pilgrimage segment which has received a fillip courtesy the Government's PRASHAD initiative. Darshans is India's first online portal for religious ceremonies with a selection of over 40 specially designed religious and spiritual experiences across 60 destinations in India.

To leverage the strong potential of Indian travellers keen on discovering India, we have created a unique property – the Incredible India Week – aimed at bringing attractive and affordable India holidays to domestic travellers, thus giving them further impetus to travel within the country. Our unique high intensity Grand India Holiday Sale and weekend consumer outreach, the Grand India Carnival also brought affordable holidays right to the consumers' doorstep, in high catchment yet underleveraged locations across metros, sub-metros and Regional India.





# *Expanding our horizons to create more travel possibilities*

At TCIL, we are creating a world of infinite travel possibilities through increased touchpoints of engagement. Our expansion strategy also incorporates acquisitions and strategic alliances to connect more deeply with our customers.



## Steering expansion in the retail market

To harness an expanding market, our inorganic expansion extended our retail network during FY 2017-18. New outlets were opened across Kerala, Mumbai, Tamil Nadu, NCR/Delhi, Pune, Kolkata and Rajasthan, among others, to cater to the growing demand of our customers. Tier II and III cities and towns emerged as a key focus area for our expansion strategy to catalyse growth. Besides setting up new owned branches, we also made significant additions to our Gold Circle Partner (franchise) outlets to cater to the demand in the new geographies.

Our Foreign Exchange focus on the retail and remittances segments saw your Company's foray into mini-metros and Regional India's Tier 2 & 3 markets, including Pune, Meerut, Jamnagar and Rajahmundry; also the opening of 9 airport counters at Varanasi, Madurai, Bhubaneswar, Gaya and Guwahati.

Our series of acquisitions in FY 2017-18, included 17 Kuoni's Global Destination Specialist Companies thus expanding our global footprint across 24 countries and 4 continents; also Tata Capital's Travel and Foreign Exchange businesses in India – since then rechristened, TC Travel & TC Forex respectively.

*Our consumer access centres are a mix of owned branches and Gold Circle Partner (franchise) outlets. As of March 31, 2018, we have 620 outlets including franchisees, across the globe.*



## Creating Endless Possibilities for Community Service

At TCIL, we believe in extending infinite possibilities not just to the world of travel but also to the society at large. Our CSR (Corporate Social Responsibility) focus is aligned to this philosophy.



### Project Dialysis

Your Company was instrumental in setting up the Fairfax India Charitable Foundation (FICF) and has embarked on a Dialysis Initiative aimed at enhancing sustainable, affordable dialysis access in remote areas of the country.

FICF is now proud to be associated with the Pradhan Mantri National Dialysis Program (PMNDP) reaching under a Public Private Partnership (PPP) scheme. Under PMNDP, FICF has as of 29 May, 2018, donated 100 dialysis machines across Arunachal Pradesh, Odisha, Jammu & Kashmir & Chhattisgarh.

We are also glad to report that cumulatively, as of end May 2018, FICF

has installed 135 dialysis machines at 26 dialysis centres across 11 states offering over 19,525 dialysis sessions. Going forward, FICF is committed to donating 1,000 dialysis machines across 200+ dialysis centres, together capable of offering 9,00,000+ dialysis annually. These will be focussed on serving India's poor and located in remote areas, with no/limited dialysis infrastructure.

### Contribution to Swachh Bharat Abhiyan

In line with the Government of India's Swachh Bharat Abhiyan, the Company has maintained the prefabricated toilet units installed at Kandhal Road, Ooty.

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# 19,525

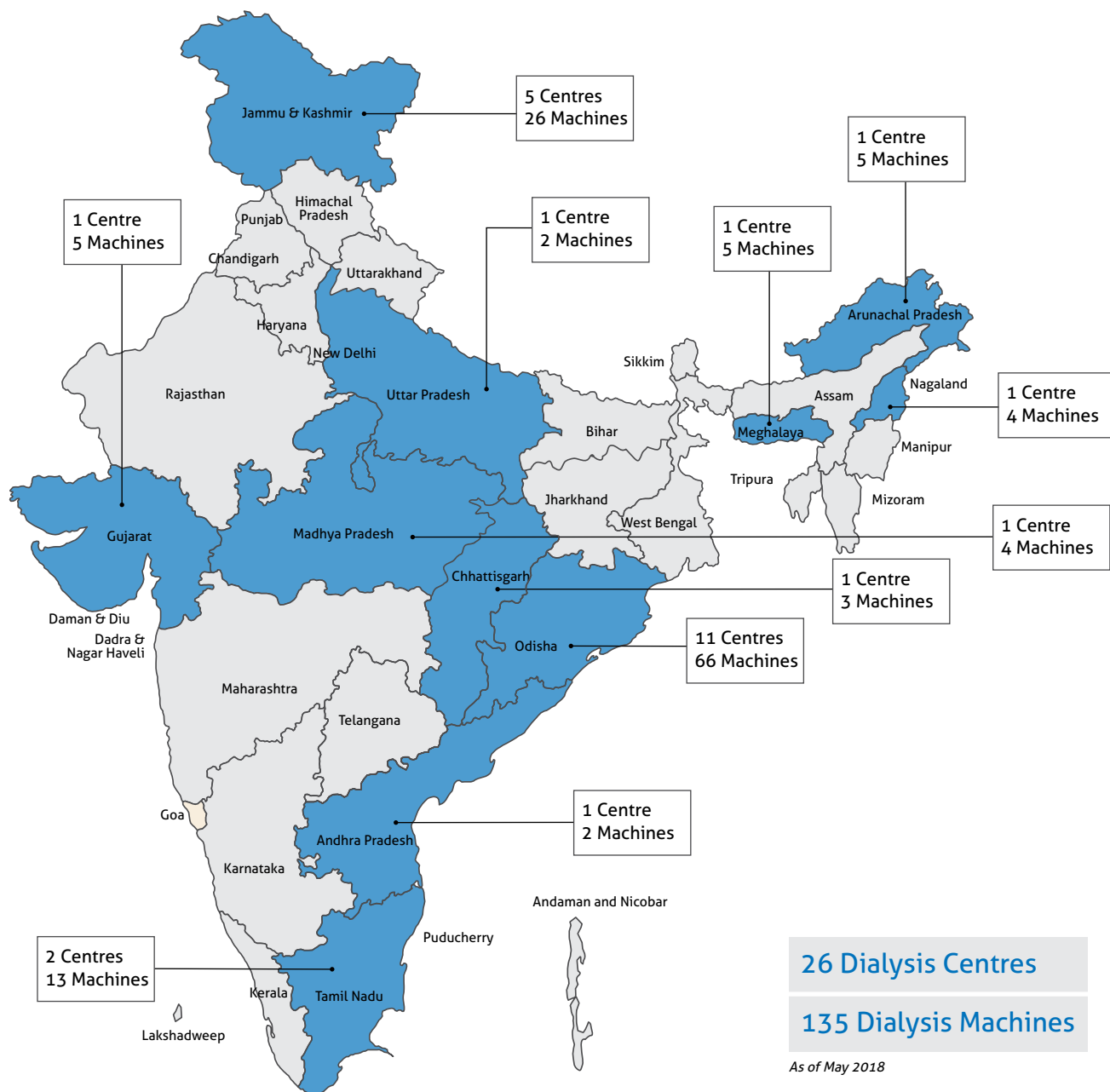
Dialysis sessions conducted as of May 2018

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# 135

Dialysis machines installed across 11 states as of May 2018

# Project Dialysis National Footprint



Map not to scale. For illustrative purposes only.

# Directors' Report

## To the Members,

Your Directors have pleasure in presenting the Forty-First Annual Report, together with audited financial statements for the financial year ended on March 31, 2018.

## OVERVIEW

The Travel and Tourism industry is a major engine of economic growth and an important source of employment and foreign exchange earnings for countries around the world. The industry continues to be a force for good, providing unique opportunities for developing and emerging nations to move up the value chain. As an industry, competitiveness at every level is improving – particularly in the Asia-Pacific region.

The financial year 2017-18 marked the sixth consecutive year for the travel and tourism industry's achievement of higher growth than the global economy, demonstrating the industry's resilience in the face of various natural calamities, global geopolitical uncertainty and economic volatility.

The global middle class is forecast to grow by a further 3 billion people by 2031, the majority of whom will come from emerging markets, with China and India leading the way. It is expected that most of the growth in international travel will come from Africa, Asia and the Middle East, which will enable further growth and job opportunities in these regions.

According to a 2018 economic impact report by the World Travel & Tourism Council (WTTC), India is likely to become the third largest tourism economy in the next 10 years. The total contribution by the travel and tourism industry to India's GDP is expected to increase from USD 234.03 billion in 2017 to USD 492.21 billion in 2028.

Foreign tourist arrivals in India have grown to 10.2 Mn in 2017 compared with 8.8 Mn in 2016. India's inbound growth story continued despite initial teething problems relating to the GST rollout, natural calamities, geo political situations and global recessionary trends. Improved regional air connectivity has further spurred the growth momentum of the travel Industry. Strategic tourism initiatives by the government have also been a key driver of growth.

## PERFORMANCE HIGHLIGHTS:

The Financial year ended March 31, 2018 has been a special year for your Company. On a Consolidated basis, your Company posted a Profit before tax of Rs. 60,908.4 Mn (previous period Rs. 1,986.1 Mn).

- Total Income increase of 28% to Rs.112,483.4 Mn from Rs. 87,624.2 Mn
- Profit After Tax posted: Rs. 61,313.9 Mn (previous year Rs. 861.0 Mn)

On a standalone basis, the Profit / (Loss) before tax stood at Rs. 5,384.1 Mn (previous period Rs. (54.3) Mn)

- Total Income increase of 11% to Rs. 19,032.2 Mn from Rs. 17,142.4 Mn

- Profit/ (Loss) After Tax posted was Rs. 5,314.3 Mn (previous year Rs. (83.6) Mn)

## EXPANDING NETWORK

As of March 31, 2018, your Company, along with its subsidiaries, continues to be amongst the largest integrated travel groups in India. Your Company (exclusive of its subsidiaries) operates through 281 locations in 104 cities, 59 PSAs and 96 Gold Circle Partner outlets to have a wider spread and network across the country.

Your Company also has presence in countries outside India through its branches/ representative offices in USA (New York), Spain (Barcelona), UK (London), Japan (Tokyo & Osaka), China (Beijing), Hungary, Finland, Portugal, Italy, Germany, Brazil, Ukraine, Russia, Australia, Nepal, Bhutan, Cambodia, Indonesia, Laos, Malaysia, Myanmar, Singapore, Thailand, Vietnam, Kenya, South Africa, Dubai, Abu Dhabi, Muscat, Qatar, Bahrain, Jordan and France (Paris) apart from its subsidiaries in Mauritius, Sri Lanka, Singapore and China (Hong Kong).

## DIVIDEND

The Directors recommend dividend for approval of the members on Equity shares @ 37.5% (i.e. Rs. 0.375 per equity share of Rs. 1/- each) for the financial year ended March 31, 2018.

The proposed dividend on the equity share capital will absorb Rs. 138.8 Mn for dividend and Rs. 28.3 Mn for Dividend Tax. The Board seeks approval of the shareholders for the dividend recommended on the equity share capital as will be outstanding on the date of book closure/ record date.

The above proposal for declaration of dividend forms part of the Notice of the 41st Annual General Meeting and the relevant Resolution is recommended for the members approval therein.

## RESERVES

### • Debenture Redemption Reserve

During the financial year, your Directors resolved to transfer Rs. 81.9 Mn to Debenture Redemption Reserve. During the financial year, the Company has also transferred Rs. 83.3 Mn from Debenture Redemption Reserve to General Reserve. The total Debenture Redemption Reserve stands at Rs. 252.0 Mn as on March 31, 2018.

### • Capital Redemption Reserve

During the financial year, your Directors resolved to transfer Rs. 1,011.9 Mn to Capital Redemption Reserve. The total Capital Redemption Reserve stands at Rs. 1250.0 Mn as on March 31, 2018.

### • General Reserve

During the financial year, the Company has transferred Rs. 83.3 Mn from Debenture Redemption Reserve and Rs. 13.6 Mn from Share option Outstanding Account to General Reserve. The total General Reserve stands at Rs. 533.9 Mn as on March 31, 2018.



## PROMOTERS

### Fairfax Financial Holdings Limited

The promoter of your Company, Fairbridge Capital (Mauritius) Limited ("FCML") is an indirect wholly owned subsidiary of Fairfax Financial Holdings Limited ("Fairfax"), Canada.

Fairfax is a holding company which, through its subsidiaries, is engaged in property, casualty insurance, reinsurance and investment management. Fairfax was founded in 1985 by the present Chairman and Chief Executive Officer, Mr. Prem Watsa. The Company has been under present management since 1985 and is headquartered in Toronto, Canada. Its common shares are listed on the Toronto Stock Exchange. Fairfax's corporate objective is to achieve a high rate of return on invested capital and build long-term shareholder value. Over the past 32 years, Fairfax has demonstrated a strong financial track record to achieve an annual compounded appreciation in book value per share of 19.5% and currently has over USD 65 Bn in consolidated assets.

Thomas Cook (India) Limited is a part of the Fairfax group. As of date hereof, the promoter holds 67.02% of the total paid up equity share capital of the Company.

## PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE

The Company being in the Travel and Tourism Industry, its activities do not involve any expenditure on Technology and Research and Development, therefore, the particulars in the Companies (Accounts) Rules, 2014, as amended, in respect of Conservation of Energy and Technology Absorption is not applicable to the Company. Further, the Company is not energy intensive. However, every effort is made to ensure optimum use of energy by using energy - efficient LED Lightings, Air Conditioners etc.

During the financial year, the foreign exchange earnings of the Company amounted to Rs. 388.4 Mn, whereas, the Company has incurred Rs. 138.5 Mn as expenditure in foreign currencies towards interest, bank charges, license fees, professional fees, travelling, subscriptions etc.

## DEPOSITS UNDER CHAPTER V OF COMPANIES ACT, 2013

During the financial year, the Company has not accepted any deposits within the meaning of Section 73 & 76 of the Companies Act, 2013, read with the Rules made thereunder, and therefore, no amount of principal or interest on deposit was outstanding as of the Balance Sheet date.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year, all the transactions with related parties were in the ordinary course of business and on an arm's length basis; and there were no material contracts or arrangements or transactions at arm's length basis or otherwise and therefore disclosure in Form AOC-2 is not applicable.

## DETAILS OF FRAUDS REPORTED BY AUDITORS

There were no frauds reported by the Statutory Auditors under provisions of Section 143(12) of the Companies Act, 2013 and the Rules made thereunder.

## DISCLOSURES OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

- **Details of Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future**

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company and its operations in future.

- **Other Order(s)**

The Competition Commission of India (CCI), vide its Order dated May 21, 2014 imposed a penalty of Rs. 10 Mn on the parties to the Composite Scheme of Arrangement and Amalgamation between Sterling Holidays Resorts (India) Limited (since amalgamated), Thomas Cook Insurance Services (India) Limited (since renamed as Sterling Holiday Resorts Limited) and the Company. The parties filed an appeal with the Competition Appellate Tribunal (COMPAT) against the said Order. COMPAT by its Order admitted the appeal and set aside the impugned Order. CCI subsequently filed an Appeal against COMPAT's impugned Order before the Hon'ble Supreme Court of India and the Hon'ble Supreme Court of India by its Order dated April 17, 2018 allowed the appeal of the CCI, set aside the Order passed by COMPAT and restored the Order passed by CCI imposing penalty of Rs. 10 Mn with no further costs.

## PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of Loans, Guarantees and Investments form part of the notes to the financial statements provided in the Annual Report.

## REDEMPTION OF NON CONVERTIBLE DEBENTURES

During the year 2013, the Company issued and allotted 10.52% 1000 Unsecured Redeemable Non Convertible Debentures ('NCDs') of Rs. 10 lakh each, aggregating to Rs. 1000 Mn on private placement basis. Out of total NCDs issued and allotted, 333 NCDs were redeemed on April 15, 2016 (under Tranche I), 333 NCDs were redeemed on April 15, 2017 (under Tranche II) and 334 NCDs which were outstanding as on March 31, 2018 were subsequently redeemed on April 15, 2018 (under Tranche III) in accordance with the terms of the Information Memorandum.

## REDEMPTION OF NON CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE SHARES

During the year 2015, the Company issued and allotted 8.5% 125000000 Non Convertible Cumulative Redeemable Preference Shares ('NCCRPS') of Rs. 10 each, aggregating to Rs. 1250 Mn on private placement basis. The Company in accordance with the terms of the Information Memorandum of NCCRPS and applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, and other applicable laws, rules and regulations, has successfully redeemed NCCRPS at par on December 28, 2017.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the annual accounts for the financial year ended March 31, 2018, the applicable accounting standards have been followed and there were no material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2018 and of the profit of the Company for the year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual accounts on a going concern basis;
- v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi) the Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## DIRECTORS

### • Appointment and Re-appointment

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with the Rules made thereunder and Article 116 of the Articles of Association of the Company, Mr. Chandran Ratnaswami (DIN: 00109215) Non Executive Director, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

Mr. Mahesh Iyer (DIN: 07560302), Chief Executive Officer of the Company was appointed as an Additional Director by the Board of Directors at its meeting held on May 29, 2018, with the designation of Executive Director & Chief Executive Officer for a period of five years, subject to approval of shareholders.

The members at the Extraordinary General Meeting held on September 16, 2014, approved the appointment of Mrs. Kishori Udeshi (DIN: 01344073), as an Independent Director of the Company for a period of 5 consecutive years commencing from September 16, 2014. The Securities and Exchange Board of India (SEBI) vide notification dated May 9, 2018 notified SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018. Pursuant to the said notification, under Regulation 17 to be effective from April 1, 2019, a company would be required to secure approval of the members through special resolution in order to appoint or continue with the directorship of any person as a Non Executive Director who has attained the age of seventy five (75) years. Mrs. Kishori Udeshi on October 13, 2018 shall attain seventy-five (75) years of age and accordingly, the Board of Directors vide its resolution dated May 29, 2018 approved to continue her appointment on the Board of the Company as Non Executive Director beyond 75 years of age, subject to the approval of the members.

Profile and other information of Mr. Chandran Ratnaswami as required under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 is given in the Corporate Governance Report of the Company which forms part of the Annual Report. Brief profile and other information of Mrs. Kishori Udeshi and Mr. Mahesh Iyer are given in the Notice of the 41st Annual General Meeting of the Company.

The above proposal for appointment and re-appointment forms part of the Notice of the 41st Annual General Meeting and the relevant Resolutions are recommended for the Members approval therein.

### • Resignations

Mr. Harsha Raghavan, Non Executive Director (DIN: 01761512) resigned from the Board with effect from close of business hours on May 24, 2018 due to his preoccupations. The Board expressed its appreciation to the outgoing Director for his valuable inputs, insights and guidance to the Company during his tenure.

### • Declaration of Independence

The Company has received necessary declarations from all the Independent Directors on the Board of the Company confirming that they meet the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

### • Board Evaluation

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of the Board as a whole, various Committees, Directors individually including the Chairman.

The statement including the manner in which the evaluation exercise was conducted is included in the Corporate Governance Report of the Company, which forms part of the Annual Report.

### • Number of Board Meetings during the financial year

During the financial year, Eleven (11) meetings of the Board of Directors were held, the details of which are given in the Corporate Governance Report of the Company, which forms a part of the Annual Report.

## KEY MANAGERIAL PERSONNEL

In the meetings of the Nomination & Remuneration Committee, Audit Committee and Board of Directors respectively held on May 25, 2017 Mr. Brijesh Modi was appointed as the Chief Financial Officer of the Company w.e.f. June 1, 2017 in place of Mr. Debasis Nandy, Chief Financial Officer & President – Commercial who was elevated to the position of President & Group Chief Financial Officer of Thomas Cook Group w.e.f. June 1, 2017.

Pursuant to the provisions of the section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on the date of this Report are:



Mr. Madhavan Menon, Chairman and Managing Director

Mr. Mahesh Iyer, Executive Director & Chief Executive Officer

Mr. Brijesh Modi, Chief Financial Officer

Mr. Amit Parekh, Company Secretary & Compliance Officer

## AUDITORS

### Statutory Auditors

The Shareholders of the Company at the 40th Annual General Meeting (AGM) held on August 2, 2017, had appointed B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W - 100022) as Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of 40th AGM till the conclusion of the 45th AGM, subject to ratification by shareholders every year, as applicable.

Further, based on the notification issued by the Ministry of Corporate Affairs (MCA) on May 7, 2018, the requirement for ratification of appointment of Statutory Auditors by members at every Annual General Meeting (AGM) has been dispensed with under the Companies (Amendment) Act, 2017, and accordingly, the Company has not placed the matter for ratification of re-appointment of Statutory Auditors before the members at the ensuing AGM.

The Statutory Auditors Report does not contain any qualifications, reservations or adverse remarks on the financial statements of the Company. Further, the Company has also obtained Statutory Auditors Report as per the requirement of notification issued by Reserve Bank of India from time to time in relation to downstream investments.

### Secretarial Auditor

The Board of Directors have appointed Mr. Keyul M. Dedhia of M/s Keyul M. Dedhia & Associates, Company Secretaries in Practice as the Secretarial Auditor of the Company under of Section 204 of the Companies Act, 2013, for conducting the Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year 2017-18 does not contain any adverse remark, qualification or reservation which requires any explanation/ comments by the Board. The Secretarial Audit Report is annexed as **Annexure 1** which forms part of this Report.

## CORPORATE SOCIAL RESPONSIBILITY

### Corporate Social Responsibility ('CSR') Committee:

In compliance with the requirements of Section 135 of the Companies Act, 2013 read with the applicable rules made thereunder, the Company has a duly constituted a CSR Committee. The details of the Committee are provided in the Corporate Governance Report of the Company, which forms part of the Annual Report.

### CSR Policy:

The contents of the CSR Policy of the Company as approved by the Board on the recommendation of the CSR Committee is available on the website of the Company and can be accessed through the web link: <https://resources.thomascook.in/downloads/Corporate%20Social%20Responsibility%20Policy.pdf>.

### CSR initiatives undertaken during the financial year 2017-18:

The Annual Report on CSR Activities undertaken by Company during the financial year 2017-18, is annexed as **Annexure 2** which forms part of this Report.

During the financial year 2017-18, the Company has spent Rs. 4.6 Mn on CSR activities.

## COMMITTEES OF BOARD

The Company have following committees of the Board of Directors and the details pertaining to such committees are mentioned in the Corporate Governance Report which forms part of the Annual Report.

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Sub-Committee of the Board

## LISTING OF SECURITIES

As on the date of this report, the Company has its following Securities listed on the Stock Exchanges viz. BSE Limited and The National Stock Exchange of India Limited:

- Equity Shares
- Non-Convertible Debentures ('NCDs')

The Company has paid the Annual Listing Fees for the financial year under review for all its listed securities to the Stock Exchanges.

## CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Company continues to be committed to good corporate governance aligned with the best corporate practices. It has also complied with various standards set out by Securities and Exchange Board of India and the Stock Exchanges where its Securities are listed. The Management Discussion and Analysis Report for the financial year 2017-18, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

For the financial year ended March 31, 2018, your Company has complied with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations with respect to Corporate Governance.

A certificate from a Practising Company Secretary obtained by the Company regarding such compliance of conditions of Corporate Governance is annexed to the Corporate Governance Report which forms part of the Annual Report.

## NOMINATION CUM REMUNERATION POLICY

For the purpose of selection of any Directors, Key Managerial Personnel and Senior Management Employees, the Nomination & Remuneration Committee identifies persons of integrity who possess relevant expertise, experience and leadership qualities required for the position. The Committee also ensures that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or

other applicable laws. The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection, appointment and remuneration of Directors, Key Managerial Personnel & Senior Management Employees. The Nomination cum Remuneration Policy of the Company and Performance Criteria is annexed herewith as **Annexure 3** which forms part of this Report.

### VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has established a vigil mechanism for Directors and Employees by adopting Whistle Blower Policy which is available on the website of the Company and weblink thereto is <https://resources.thomascook.in/downloads/Whistle%20Blower%20Policy.pdf>.

### MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments occurred between the end of the financial year and the date of the Report affecting the financial position of the Company.

### RISK MANAGEMENT

The Company has voluntarily adopted a Risk Management Policy which lays down the framework to define, assess, monitor and mitigate the business, operational, financial and other risks associated with the business of the Company.

### EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of section 92 of the Companies Act, 2013 read with applicable rules made thereunder extract of the Annual Return of the Company in the prescribed Form MGT-9 is annexed as **Annexure 4** to this Report.

### COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE FINANCIAL YEAR

During the financial year, companies listed in **Annexure 5** to this Report have become or ceased to be the Company's subsidiary, joint venture or associate companies.

### ACQUISITIONS/ INCORPORATIONS/ OTHER CORPORATE RESTRUCTURINGS

The Company is committed to building long term shareholder value by growing the business inorganically and through acquisitions and alliances.

The Company was directly or indirectly involved in the following acquisitions, incorporations and corporate restructurings:

#### A. Acquisitions/ Incorporations

- I. Travel Corporation (India) Limited, a wholly owned subsidiary (WOS) of the Company, on June 26, 2017 incorporated a WOS - Horizon Travel Services LLC, USA (Horizon USA). Horizon USA on June 29, 2017, acquired identified assets (including the brand Allied T Pro) of Kuoni Destination Management USA Inc.
- II. SOTC Travel Limited (formerly known as SOTC Travel Private Limited) and Travel Corporation (India) Limited, wholly owned subsidiaries of the Company on June 27, 2018 acquired 51% and 49% stake respectively in Travel Circle International (Mauritius) Limited (TCIM) a newly incorporated Joint Venture

Company. Subsequently, on June 29, 2017, TCIM acquired 100% stake in identified Destination Management Specialist (DMS) entities of the Kuoni Group (located in 17 countries) from Kuoni Travel Investments Limited. The list of DMS entities acquired are mentioned in Annexure 5 of this Report under the head "Companies/ Bodies Corporate which have become Subsidiaries during the financial year 2017-18" from Sr. No. 1 to Sr. No. 21.

- III. Travel Corporation (India) Limited, a wholly owned subsidiary of the Company, on June 19, 2017, subscribed to 49% of equity share capital of TCI-Go Vacation India Private Limited, a joint venture Company with DER Touristik Group which subscribed the remaining 51% of equity share capital of the Company.
- IV. TC Tours Limited (formerly known as Thomas Cook Tours Limited), a wholly owned subsidiary of the Company, on October 30, 2017, acquired 100% stake in TC Travel And Services Limited from Tata Capital Limited.
- V. The Company on October 30, 2017 acquired 100% stake in TC Forex Services Limited (formerly known as Tata Capital Forex Limited) from Tata Capital Limited.

#### B. Corporate Restructurings

- I. The National Company Law Tribunal (NCLT), vide its order dated April 19, 2017, sanctioned the Composite Scheme of Arrangement and Amalgamation between SOTC Travel Services Private Limited (earlier known as Kuoni Travel (India) Private Limited), Distant Frontiers Tours Private Limited, SITA Beach Resorts Private Limited, SITA Destination Management Private Limited, SITA Holidays (India) Private Limited, SITA Holidays Resorts Private Limited and SITA Incoming (India) Private Limited), SOTC Travel Private Limited (since renamed as SOTC Travel Limited) and Travel Corporation (India) Limited. The Scheme was effective from June 1, 2017.
- II. The Company, through an Offer For Sale, diluted its 5.42% investment stake in Quess Corp Limited (Quess). As on the date of this report, the Company holds 49.02% stake in Quess.
- III. The Company, on March 26, 2018, completed the acquisition of 100% stake in SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited) from SOTC Travel Limited (formerly known as SOTC Travel Private Limited), a wholly owned subsidiary of the Company.
- IV. The Company on April 3, 2018 completed the acquisition of 100% stake in TC Travel And Services Limited from TC Tours Limited (formerly known as Thomas Cook Tours Limited), a wholly owned subsidiary of the Company.
- V. The Company on April 13, 2018 subscribed to 303000 Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of Rs. 10 each offered by Sterling Holiday Resorts Limited, a wholly owned subsidiary of the Company.
- VI. The Company on April 20, 2018 completed the acquisition of balance 4.44% equity stake in Travel Corporation (India) Limited (TCI) from Sterling Holiday Resorts Limited, a wholly owned subsidiary of the Company.

VII. The Board, at its meeting held on April 23, 2018, approved the Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited ('TCIL'), Quesst Corp Limited ('QCL'), Travel Corporation (India) Limited ('TCI'), TC Forex Services Limited (formerly known as Tata Capital Forex Limited) ('TCF'), TC Travel and Services Limited ('TCTSL') and SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited) ('SOTC Travel') and their respective shareholders ('the Scheme') in accordance with the provisions of Section 230 to 232 read with Section 52, 55 and 66 of the Companies Act, 2013. The Scheme *inter-alia* provides:

- i. Demerger of the inbound business of TCI consisting of business of handling inward foreign tourist activity from TCI into SOTC Travel;
- ii. Amalgamation of residual TCI, TCF and TCTSL with TCIL; and
- iii. Demerger of the Human Resource Services Business of TCIL (including shares in QCL held by TCIL) into QCL. As a part of consideration, QCL will issue its shares to the shareholders of TCIL.

The said Composite Scheme is subject to requisite statutory and regulatory approvals and sanction by the respective shareholders of each of the companies involved in the Scheme.

VIII. Horizon Travel Holdings (Singapore) Private Limited, a wholly owned subsidiary of the Company was not undertaking any business operations and as the management had no plans to undertake any business in the Company going forward, the Company was wound up w.e.f. January 8, 2018.

## AWARDS AND ACCOLADES

The Company has been the recipient of the following prestigious awards and accolades during the financial year 2017-18:

- 1) Best Travel Entrepreneur of the Year - TTG Travel Awards 2017
- 2) Best Outbound Tour Operator - Times Travel Awards 2018
- 3) Leading Tour Company with cutting edge travel innovations – Times Travel Awards 2018
- 4) Exemplary Achievements in Visa Issuance 2015-2017 - French Ambassador's Diamond Award
- 5) Best Foreign Tour Operator (South Asia) for Malaysia Tourism Awards 2016/17
- 6) Amazing Thailand Award 2018
- 7) Overall outstanding support – Global - Marriot Excellence in Partnership Award 2017-18
- 8) Excellence in Domestic Tour Operations – Operations more than 5 Years Award' - SATTE Awards 2018
- 9) Best Risk Management Practices at the 4th edition of The ICICI Lombard-CNBC TV18 India Risk Management Awards 2018 – travel and leisure category
- 10) Best Companies for Women in India 2017 - Working Mother & AVTAR 100
- 11) Highly commended winner of the Best SWIFT Solution Award at the Adam Smith Awards Asia 2017

## DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has Zero Tolerance towards any action on the part of any employee which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every women executive working in the Company. The Company's Policy provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints.

Number of complaints pending as on the beginning of the financial year	Nil
Number of complaints filed during the financial year	1
Number of complaints pending as on the end of the financial year	Nil

## INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

The details on Internal Financial Control System and their adequacy are provided in the Management Discussion and Analysis Report of the Company, which forms part of the Annual Report.

## PARTICULARS OF EMPLOYEES

Disclosure with respect to the remuneration of Directors and Employees as required under Section 197 of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is annexed as **Annexure 6** which forms part of this Report.

Statement containing Particulars of Employees pursuant to Section 197 of the Companies Act, 2013 and Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, forms part of the Annual Report. As per the provisions of Section 136 of the Companies Act, 2013, the reports and Financial Statements are being sent to shareholders of the Company and other stakeholders entitled thereto, excluding the Statement containing Particulars of Employees. The copy of the said statement is available at the Registered Office of the Company during the business hours on any working day excluding Saturdays, Sundays and Public Holidays upto the date of Annual General Meeting. Any shareholder interested in obtaining such details may write to the Company Secretary & Compliance Officer of the Company. Further, the copies of the said statement shall also be available at the Annual General Meeting.

## EMPLOYEES STOCK OPTION PLANS (ESOPS)

The Company after obtaining shareholders approval framed Thomas Cook Employees Stock Option Scheme 2018 – Execom (Execom ESOP 2018 Scheme) and Thomas Cook Employees Stock Option Scheme 2018 - Management (Management ESOP 2018 Scheme).

The objectives of the Schemes were as follows:

- Execom ESOP 2018 Scheme - to reward the EXECOM Employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company.

- Management ESOP 2018 Scheme - to motivate and retain key talent in the organisation and fostering ownership and financial motivation.

The Company has in force the following Schemes which get covered under the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014:

- Thomas Cook Employees Stock Option Plan 2007
- Thomas Cook Save As You Earn Scheme 2010
- Thomas Cook Employees Stock Option Plan 2013
- Sterling Holiday Resorts (India) Limited Employee Stock Options Scheme 2012
- Thomas Cook Employees Stock Option Scheme 2018 – Execom
- Thomas Cook Employees Stock Option Scheme 2018 - Management

During the financial year, no options were approved for grant under ESOP 2007, ESOP 2013 and SAYE Scheme 2010.

The above Schemes are in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014. The Company has also obtained the certificate from the Statutory Auditors of the Company certifying that the Company's Employee Stock Option Scheme(s) have been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended and in accordance with the resolutions passed by the Members.

The Nomination & Remuneration Committee administers and monitors the ESOP Schemes. Disclosure on various Schemes, as required under SEBI (Share Based Employee Benefits) Regulations, 2014 read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 are available on the Company's website and the weblink thereto is [https://resources.thomascook.in/downloads/Disclosure\\_pursuant\\_to\\_SEBI\(Share\\_Based\\_Employee\\_Benefits\)Regulations,2014\\_for\\_the\\_financial\\_year\\_2017-18.pdf](https://resources.thomascook.in/downloads/Disclosure_pursuant_to_SEBI(Share_Based_Employee_Benefits)Regulations,2014_for_the_financial_year_2017-18.pdf).

During the financial year, no employee has received options equal to or exceeding 1% of the issued share capital of the Company at the time of grant during the financial year.

## SUBSIDIARY COMPANIES

In accordance with Section 129 of the Companies Act, 2013, the Company has prepared a consolidated financial statement of the Company and all its subsidiary and associate companies, which is forming part of the Annual Report. A statement containing salient features of the financial statements and other necessary information of the subsidiary/associate/ joint venture companies in the format prescribed under Form AOC-1 is included in the Annual Report. The said Form also highlights the financial performance of each of the subsidiaries/ associate/ joint venture companies included in the consolidated financial statements of the Company pursuant to Rule 8 of the Company (Accounts) Rules, 2014.

In accordance with the provisions of the Section 136 of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, [www.thomascook.in](http://www.thomascook.in). Further, as per the proviso of the said section, Annual Financial Statements of each of the subsidiary companies have also been placed on the website of the Company at [www.thomascook.in](http://www.thomascook.in).

Accordingly, the said documents are not being attached to the Annual Report. Shareholders interested in obtaining a copy of the Annual Financial Statements of the subsidiary companies may write to the Company Secretary & Compliance Officer of the Company.

## DIVIDEND DISTRIBUTION POLICY

The Dividend Distribution Policy of the Company is annexed herewith as **Annexure 7** and is also available on the website of the Company at [www.thomascook.in](http://www.thomascook.in).

## BUSINESS RESPONSIBILITY REPORT

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Business Responsibility Report describing the initiatives undertaken by the Company from an environment, social and governance perspective forms part of the Annual Report.

## DISCLOSURE REQUIREMENTS

The various policies and codes adopted by the Company are stated in detail in the Corporate Governance Report of the Company, which forms part of the Annual Report.

The Company during the financial year complied with the applicable provisions of the Secretarial Standards issued by the Institute of the Companies Secretaries of India.

## ACKNOWLEDGEMENT AND APPRECIATION

Your Board takes this opportunity to thank the Company's Shareholders, Customers, Vendors and all other Stakeholders for their continued support throughout the financial year. Your Directors also thank the Reserve Bank of India and other Banks, Ministry of Tourism, Financial Institutions, Government of India, State Governments and all other Government agencies and Regulatory authorities for the support extended by them and also look forward to their continued support in future.

Your Board also wishes to place on record its appreciation on the contribution made by the Company's employees across all levels without whose hard work, solidarity and support, your Company's consistent growth would not have been possible.

## FOR AND ON BEHALF OF THE BOARD

**Madhavan Menon**  
Chairman & Managing  
Director  
DIN: 00008542

**Mahesh Iyer**  
Executive Director  
& Chief Executive Officer  
DIN: 07560302

Place: Mumbai  
Dated: May 29, 2018



**ANNEXURE 1****FORM NO. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Thomas Cook (India) Limited**  
**Corporate Identification Number: L63040MH1978PLC020717**

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Thomas Cook (India) Limited (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our limited verification of the Company's Books, Papers, Minute Books, Forms and Returns filed with applicable regulatory authority(ies) and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on March 31, 2018 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to reporting made hereinafter:

We herewith report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test check basis, the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and produced before us for the financial year ended March 31, 2018, as per the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder with respect to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, to the extent the same was applicable to the Company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (to the extent applicable);

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit period**);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit period**); and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;

(vi) We relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for the compliance of the following laws applicable specifically to the Company:

1. The Passports Act, 1967 and applicable Rules thereto.
2. IATA Guidelines for Agents.

We have also examined compliance with the applicable clauses of:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s).

Based on the aforesaid information provided by the Company, we report that during the financial year under report, the Company has complied with the provisions of the above mentioned Act/s, Rules, Regulations, Guidelines, Standards, etc. and we have no material observation or instances of non compliance in respect of the same subject to the following observations:

1. The Hon'ble Supreme Court of India by its Order dt April 17, 2018 set aside the Order passed by Competition Appellate Tribunal (COMPAT) and restored the Order passed by Competition Commission of India (CCI) imposing penalty of Rs. 1 crore with no costs.

**We further report that**, during the Audit period:

1. One of the designated employees of the Company had inadvertently delayed in submitting the disclosure on allotment of Employee Stock Option Shares as per the requirement of Company's Prevention of Insider Trading Code. The Company took necessary action in this regard and also informed SEBI of the said occurrence.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors



and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors about scheduled Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance, and a reasonable system exists for Board Members for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We report that majority decisions were carried through while dissenting member's views, if any, were captured and recorded as part of the Minutes. Based on the representations made by the Company and its Officers, the Company has proper system in place which facilitates/ ensures capturing and recording of any dissenting views of Board Members.

We report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that, during the audit period,**

- a. The Company has redeemed 333 10.52% Unsecured Redeemable Non Convertible Debentures ('NCDs') of Rs. 10 lakhs each on April 15, 2017 as per the terms of the issue.
- b. The members have passed a Special Resolution in the Annual General Meeting held on August 02, 2017 for Payment of remuneration by way of Commission of a sum exceeding in aggregate of one percent of the net profits of the Company to any or all the Non-Executive Directors including Independent Directors provided aggregate commission to be paid shall not exceed Rs. 60,00,000/- (Rupees Sixty Lakhs Only) for the financial year ended March 31, 2017 subject to approval of the Central Government. Accordingly, the Company has made the necessary application to the Central Government for proposed payment of commission and is awaiting the approval of the Central Government in this regard.
- c. The members have passed a Special Resolution by way of Postal Ballot Notice dt. August 9, 2017, authorising Board of Directors to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be upto an aggregate amount not exceeding Rs. 850 Crore (Rupees Eight Hundred and Fifty Crore Only) over and above the aggregate so far of all loan(s), guarantee(s), security(ies) and investment(s) including those so far granted/provided/made in or to, any bodies corporate and/or any other person, situated within or outside the country, as the case may be, notwithstanding that the aggregate of such aforementioned loan(s), guarantee(s), security(ies) and investment(s) collectively exceeds the limits prescribed under Section 186 of the Act.
- d. The Company has redeemed 12,50,00,000 8.5% Non-Convertible Cumulative Redeemable Preference Shares of Rs. 10/- each on December 28, 2017 and the same were delisted from the Stock Exchanges.
- e. The members have passed Special Resolutions by way of Postal Ballot Notice dt. March 1, 2018, approving Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 - EXECOM) and Thomas Cook Employees Stock Option Scheme 2018 - Management (ESOP 2018 - Management) for issue of Employee Stock Options under the ESOP 2018 - EXECOM and ESOP 2018 - Management to the employees of the Company and of its subsidiary companies.

- f. The Company has sold 5.42% equity stake in Qess Corp Limited, through an Offer for Sale in compliance with the SEBI Regulations/ circulars.

**For Keyul M. Dedhia & Associates**

*Company Secretaries*

**Keyul M. Dedhia**

*Proprietor*

*FCS No: 7756 COP No: 8618*

May 29, 2018, Mumbai

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

### **'Annexure A'**

To,

**The Members,**

**Thomas Cook (India) Limited**

**Corporate Identification Number: L63040MH1978PLC020717**

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

**Sub: Our report of even date is to be read along with this letter.**

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test-check basis (by verifying records as was made available to us) to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we follow provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and we have relied on Statutory Auditors' independent assessment on the same.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of process followed by Company to ensure adequate Compliance on test-check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Keyul M. Dedhia & Associates**

*Company Secretaries*

**Keyul M. Dedhia**

*Proprietor*

*FCS No: 7756 COP No: 8618*

May 29, 2018, Mumbai

## ANNEXURE 2: ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

### 1. A brief outline of the Company's CSR policy, including overview of projects or Programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or Programmes:

At Thomas Cook (India) Limited, we strive to positively impact the health of people throughout the Country. Your Company through its Corporate Social Responsibility ("CSR") Policy encourages stronger commitment from the organization and employees towards the society to address the healthcare challenges of the Country. The Policy also aims to align your Company's CSR interventions with the healthcare priorities of the Government of India and other stakeholders working with similar mandates.

During the financial year, the Company has implemented CSR projects directly and through implementing agency i.e. Fairfax India Charitable Foundation. The projects undertaken by the Company are in accordance with Schedule VII of the Companies Act, 2013 particularly focused on Promoting Health Care Including Preventive Health Care and Health and Sanitation.

During the financial year under review the Company has spent more than 100% of the budget it had set aside for CSR activities, reinforcing its commitment to be responsive to the communities we serve and operate in.

The CSR policy is posted on the Company's website and the weblink thereto is <https://resources.thomascook.in/downloads/Corporate%20Social%20Responsibility%20Policy.pdf>.

b) Manner in which the amount spent during the financial year is detailed below:

(Amount in Rs.)

(1) Sr. No	(2) CSR project or activity identified	(3) Projects or Programmes (1) Local area or other (2) specify the state and district where projects or Programme was undertaken	(4) Sector in which the project is covered	(5) Amount outlay (budget) project or Programmes wise	(6) Amount spent on the projects or Programmes (1) Direct expenditure on Projects or Programmes (2) Overhead	(7) Cumulative expenditure upto the reporting period	(8) Amount spent: Direct or through implementing agency
1	Project Dialysis The project supports the worthy cause of creating a sustainable & free/affordable dialysis access at remote areas of India having limited dialysis infrastructure supporting the marginalised communities.	Collaborating with Government of India supporting Pradhan Mantri National Dialysis Programme & with Charitable Hospitals at Jammu and Kashmir, Arunachal Pradesh, Nagaland, Chhattishgarh, Odisha	Promoting Health Care Including Preventive Health Care	38,45,735	Direct Expenditure on Project 44,81,193	1,27,21,193	Direct: 42,01,905  Fairfax India Charitable Foundation 2,79,288
2	Swachh Bharat Abhiyan Maintenance of prefabricated toilet unit installed at Kandhal Road, Ooty	Ooty, Tamil Nadu	Health and Sanitation	1,24,094	Direct Expenditure on Project 1,24,094	39,91,010	Direct 1,24,094
Total				39,69,829	46,05,287	1,67,12,203	46,05,287

#### Details of implementing agency:

Fairfax India Charitable Foundation: The foundation aids the dialysis ecosystem in India. Its objective is to create an affordable quality dialysis access programme in parts of the country where there is no/limited dialysis access. The Company is one of settlers of the Fairfax India Charitable Foundation.

### 6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report: N.A.

### 7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

We do hereby confirm that the facts and contents of this report are fair and correct.

### 2. The Composition of the CSR Committee:

As on the date of this report, the CSR Committee composition is as follows:

- Mrs. Kishori Udeshi, Non Executive Independent Director - Chairperson of the Committee
- Mr. Madhavan Menon, Chairman & Managing Director
- Mr. Mahesh Iyer, Executive Director & Chief Executive Officer

CSR Policy implementation is periodically reviewed and monitored by a two tiered Governance Structure comprising of

- Tier I – CSR Committee of the Board, and
- Tier II – CSR Steering Committee.

### 3. Average net profit of the Company for last three financial years:

Rs. 19,84,91,443

### 4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)

As per the provisions of Section 135 of the Companies Act, 2013, read with the applicable rules made thereunder, the corpus amount to be spent by the Company on CSR activities shall be at least 2% of the average net profits of the Company for the preceding three financial years, which is Rs. 39,69,829/-.

### 5. Details of CSR spent during the financial year

- The Total CSR Budget set for the financial year was Rs. 39,69,829/- . Howere the amount actually spent was Rs. 46,05,287/-.

We hereby declare that implementation and monitoring of the CSR Policy are in compliance with CSR objectives and policy of the Company.

For Thomas Cook (India) Limited

**Madhavan Menon**  
Chairman & Managing Director  
(CSR Committee Member)  
DIN: 00008542

**Kishori Udeshi**  
Chairperson,  
CSR Committee  
DIN: 01344073

Place: Mumbai  
Dated: May 29, 2018

## ANNEXURE 3: NOMINATION CUM REMUNERATION POLICY

### I. Introduction:

This Nomination cum Remuneration Policy ("Policy") has been formulated and recommended by the Nomination & Remuneration Committee ("Committee") in their meeting held on September 29, 2014, pursuant to section 178 of the Companies Act, 2013 and the rules made thereunder (collectively, the "Act").

The Policy has been adopted by the board of directors of Thomas Cook (India) Limited ("Company") in its meeting held on September 29, 2014.

This Policy lays down the guidelines to be followed in relation to:

- (A) appointment of the directors, and key managerial personnel of the Company; and
- (B) fixation of the remuneration of the directors, key managerial personnel and other employees of the Company.

The objective of this Policy is to *inter-alia*:

- (a) attract, recruit, and retain good and exceptional talent;
- (b) list down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company;
- (c) ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements and promotes excellence in their performance;
- (d) motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;
- (e) ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective and gender in the Board; and
- (f) fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long-term value creation for its stakeholders.
- (g) evaluating performance of each Director and performance of the Board as a whole;

### II. Nomination and Appointment:

#### A. Executive Directors:

- 1. As per the Act, the Company is required to have a managing director, or a chief executive officer, or a manager, and in their absence, a whole time director.
- 2. The Company currently has, and has always appointed, a managing director in accordance with the applicable laws. Accordingly, this Policy currently provides for the appointment of the managing director of the Company ("Managing

Director"). If in future, the Committee deems fit to appoint a chief executive officer, or manager or a whole time director for the Company, then this Policy will be suitably amended to provide for the appointment and remuneration of such personnel.

#### 3. Process to be adopted for the nomination and appointment of a Managing Director:

- (a) The Committee will identify and recommend to the board of directors of the Company ("Board"), person(s) who is qualified and eligible for appointment as the Managing Director of the Company, provided such person(s) meets the criteria set out under this Policy.
- (b) The appointment of a Managing Director will be subject to execution of formal agreement between the Company and the Managing Director.
- (c) The person(s) so identified and recommended by the Committee to the Board, for appointment as the Managing Director, and the agreement setting out the terms and conditions of his/her appointment and remuneration, will be subject to approval of the Board, and of the shareholders at the next general meeting of the Company.
- (d) If the terms and conditions of appointment of the Managing Director are at variance to the conditions specified under Schedule V of the Act, then such appointment will be subject to the approval of the Central Government.

#### 4. For a person to be appointed as a Managing Director ("Candidate"), he/she should fulfil/meet the following criteria:

- (a) The Candidate should have been allotted a director's identification number.
- (b) The Candidate should not be below the age of 21 years. If the Candidate has completed 70 years of age, then the Candidate may be appointed after complying with the provisions of Act.
- (c) The Candidate should not be an undischarged insolvent or should not have, at any time, been adjudged as an insolvent.
- (d) The Candidate should not have, at any time, suspended payment to his/her creditors or should not be a person who makes, or has at any time made, a composition with them.
- (e) The Candidate should not have, at any time, been convicted by a court of an offence and sentenced for a period of more than 6 months.

- (f) The Candidate should not be disqualified to act as a director pursuant to the provisions of the Act.
- (g) If the Candidate is already holding the office of the Managing Director, then his/her current tenure should be expiring within a period of not more than 1 year.
- (h) The Candidate should not be a director, who has been at any time removed from directorship by the Company in accordance with the provisions of the Act.
- (i) The Candidate should not have been sentenced to imprisonment for any period, or to a fine exceeding Rs. 1000/-, for the conviction of an offence under any of the statues set out at **Annexure 1**.
- (j) The Candidate should not have been detained for any period under the Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974 (52 of 1974).
- (k) If the Candidate is a managerial person in more than 1 company, then the remuneration which he/she draws from 1 or more companies should be within the ceiling provided in section V of Part II of Schedule V of the Act.
- (l) The Candidate should be a 'resident of India' as per Schedule V of the Act.
- (m) The Candidate should not be holding office as a director or any other office in a competing firm/entity.
- (n) The Candidate should possess the following minimum qualification and experience:
  - (i) He/she should hold a graduate or professional degree or qualification from a reputed institution.
  - (ii) He/she should have at least 10 years of experience in business administration and management.
  - (iii) He/she should have been part of the senior management positions for atleast 5 years.

#### B. Non-Executive Directors:

1. As per the Act, the Company is required to have a minimum of 3 directors and upto a maximum of 15 directors, which maximum number can be increased pursuant to a special resolution passed by the Company. The Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR)) also stipulates the composition of the Board such as gender, ratio of non-executive to executive directors, and the number of independent directors.
2. Process to be adopted for the nomination and appointment of Non-Executive Directors:

- (a) The Committee will identify and recommend to the Board, person(s) who is qualified and eligible for appointment as a non-executive director of the Company ("**Non-Executive Director**"), not being an independent director of the Company ("**Independent Director**"), provided such Non-Executive Director meets the criteria set out under this Policy.
  - (b) The person(s) so identified and recommended by the Committee to the Board, for appointment as a Non-Executive Director, and the agreement setting out the terms and conditions of his/her appointment and remuneration, will be subject to approval of the Board, and of the shareholders at the general meeting of the Company.
  - (c) The Committee will also consider and provide its inputs on the appointment to the Board of an alternate director, small shareholders' director and a nominee director.
3. For a person to be appointed as a Non-Executive Director ("**Candidate**"), he/she should fulfil/meet the following criteria:
    - (a) The Candidate should have been allotted a director's identification number.
    - (b) The number of companies in which such Candidate may be holding office as a director or a chairman or committee member should not exceed the limit stipulated by the Act.
    - (c) The Candidate should not be disqualified to act as a director pursuant to the provisions of the Act.
    - (d) The Candidate should not be holding office as a director or any other office in a competing firm/entity.
    - (e) The Candidate should possess the following minimum qualification and experience:
      - (i) He/she should be at least a graduate with a degree from a reputed institution with other educational qualifications as may be decided by the Board from time to time.
      - (ii) He/she should have atleast 5 years of experience in business administration and management.

#### C. Independent Directors:

1. In terms of section 149 (4) of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to have at least [3] directors as independent directors.
2. Process to be adopted for the nomination and appointment of an Independent Director:
  - (a) The Committee will identify and recommend to the Board, person(s) who is qualified and eligible for appointment as an Independent

- Director of the Company, provided such person(s) meets the criteria set out under this Policy.
- (b) The Committee may also select the Independent Director may be selected from a data bank containing names, addresses and qualifications of persons who are eligible and willing to act as independent directors, maintained by an authorised agency as per the Act. However, the Committee will nonetheless carry out its own verification and satisfy itself as to the candidature of the Independent Director.
  - (c) The appointment of an Independent Director will be subject to issuance by the Company of a formal letter of appointment in the manner provided by the Act.
  - (d) The person(s) so identified and recommended by the Committee to the Board, for appointment as the Independent Director, and the agreement, if any, setting out the terms and conditions of his/her appointment and remuneration, will be subject to approval of the Board, and of the shareholders at the next general meeting of the Company.
3. For a person to be appointed as an Independent Director ("**Candidate**"), he/she should fulfil/meet the following criteria:
- (a) If the Candidate is already an Independent Director, then his tenure and term will be as per the Act and the SEBI (LODR).
  - (b) The Candidate should have been allotted a director's identification number.
  - (c) The number of companies in which such Candidate may be holding office as an independent director or a chairman or committee member should not exceed the limit stipulated by the Act.
  - (d) The Candidate should not be disqualified to act as a director pursuant to the provisions of the Act.
  - (e) The Candidate should not be holding office as a director or any other office in a competing firm/entity.
  - (f) The Candidate should, in the opinion of the Board, be a person of integrity and possess relevant expertise and experience. The Candidate's balance of skills and expertise in view of the objectives and activities of the Company shall be considered.
  - (g) The Candidate should not be or should not have been a promoter of the Company or its holding, subsidiary or associate company.
  - (h) The Candidate should not be related to promoters or directors in the Company, its holding, subsidiary or associate company, i.e. avoid any present or potential conflict of interest.
  - (i) The Candidate should not have or should not have had any pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the 2 (two) immediately preceding financial years or during the current financial year.
  - (j) None of the Candidate's relatives should have or should have had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% more of its gross turnover or total income or Rs. 50,00,000 or such higher amount as may be prescribed, whichever is lower, during the 2 (two) immediately preceding financial years or during the current financial year.
  - (k) Neither himself/herself nor any of his/her relatives:
    - (i) should hold or should have held the position of a key managerial personnel or should be or should have been an employee of the Company or its holding, subsidiary or associate company in any of the 3 (three) financial years immediately preceding the financial year in which he/she is proposed to be appointed;
    - (ii) should be or should have been an employee or proprietor or a partner, in any of the 3 (three) financial years immediately preceding the financial year in which he/she is proposed to be appointed, of:
      - a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or
      - any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
    - (iii) should hold together with his/her relatives 2% or more of the total voting power of the Company;
    - (iv) should be a Chief Executive or director, by whatever name called, of any non-profit organisation that receives 25% or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the Company; or
    - (v) should be a material supplier, service provider or customer or a lessor or lessee of the Company.
  - (l) The Candidate should not be less than 21 years of age.



- (m) The Candidate should possess the following minimum qualification and experience:
- (i) He/she should hold one or more graduate or a post graduate degree in finance, law, marketing, sales, administration, research, corporate governance, technical operation or management or such other discipline as may be decided by the Board from time to time from a reputed institution.
  - (ii) He/she should have at least 15 years of experience in his field of specialisation(s).
  - (iii) He should have adequate knowledge and expertise in corporate governance, and business management and administration.

#### D. Key Managerial Personnel:

1. As per section 203 of the Act and rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to appoint the following whole time key managerial personnel:
  - (a) managing director, or chief executive officer or manager and in their absence, a whole-time director;
  - (b) company secretary; and
  - (c) chief financial officer.
2. The Company currently appoints on its Board, a Managing Director. Apart from the Managing Director, the Company has also appointed and will continue to appoint a Company Secretary and a Chief Financial Officer.  
  
*A 'company secretary' would mean a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980, and who is appointed by a company to perform the functions of a company secretary under the Act.*  
  
*A 'chief financial officer' would mean a person appointed as the chief financial officer of a company.*
3. Process to be adopted for the nomination and appointment of a Company Secretary:
  - (a) The Committee will identify and recommend to the Board, person(s) who is qualified and eligible for appointment as a Company Secretary.
  - (b) The appointment of the Company Secretary will be subject to issuance by the Company of a formal letter of appointment in the manner provided by the Act.
  - (c) The person(s) so identified and recommended by the Committee to the Board, for appointment as a Company Secretary, and the letter of appointment setting out the terms and conditions of his/

her appointment and remuneration, will be subject to approval of the Board.

4. For a person to be appointed as a Company Secretary ("Candidate"), he/she should fulfil/meet the following criteria:
  - (a) The Candidate should be a qualified company secretary.
  - (b) The Candidate should not simultaneously be a 'company secretary in practice' after appointment in the Company.  
  
*'company secretary in practice' would mean a company secretary who is deemed to be in practice under sub-section (2) of section 2 of the Company Secretaries Act, 1980.*
  - (c) The Candidate should not be simultaneously employed or holding any position as a company secretary or any other post in any other firm/entity after appointment in the Company.
  - (d) The Candidate should have at least 10 years of experience in secretarial and compliance.
  - (e) The Candidate should not have been sentenced to imprisonment for any period, or to a fine exceeding Rs. 1000/-, for the conviction of an offence under any law.
5. Process to be adopted for the nomination and appointment of a Chief Financial Officer:
  - (a) The Committee will identify and recommend to the Board, person(s) who is qualified and eligible for appointment as a Chief Financial Officer.
  - (b) The appointment of the Chief Financial Officer will be subject to issuance by the Company of a formal letter of appointment in the manner provided by the Act.
  - (c) The person(s) so identified and recommended by the Committee to the Board, for appointment as a Chief Financial Officer, and the letter of appointment setting out the terms and conditions of his/her appointment and remuneration, will be subject to approval of the Board.
6. For a person to be appointed as a Chief Financial Officer ("Candidate"), he/she should fulfil/meet the following criteria:
  - (a) The Candidate should hold a finance degree such as MBA (in finance), CA, ICWA, or any similar degree or qualification from a reputed institution.
  - (b) The Candidate should have at least 10 years of experience in finance.
  - (c) The Candidate should not be simultaneously employed or holding any position as a chief financial officer or any other post in any other firm/entity after appointment in the Company.

- (d) The Candidate should not have been sentenced to imprisonment for any period, or to a fine exceeding Rs. 1000/-, for the conviction of an offence under any law.

### III. Evaluation:

1. The reappointment or extension of term and the remuneration of Executive Directors and Non-Executive Directors will be as per the performance evaluation report pursuant to the performance evaluation carried out by the Board (excluding the director being evaluated).
2. The criteria for such performance evaluation has been set out at **Annexure 2**.

### IV. Remuneration:

#### A. Executive Directors:

1. The Committee to recommend the remuneration of the Managing Director to Board for its approval.
2. Such remuneration shall be subject to approval of the shareholders of the Company, in the next general meeting.
3. If proposed remuneration is at variance to the conditions specified in Schedule V of the Act, then such remuneration will also be subject to the approval of the Central Government.
4. The terms of the remuneration of the Managing Director shall be as under:
  - (a) The remuneration of the Managing Director will consist of the following:
    - (i) Base / Basic Salary subject to such annual increments as the Nomination & Remuneration Committee and/or the Board may determine and approve, from time to time
    - (ii) Other Allowance
    - (iii) Performance Bonus
    - (iv) Perquisites like Housing, Car/Conveyance Allowance, Telephone, Club Fees, etc. and other retirement benefits as may be recommended by the Nomination & Remuneration Committee and approved by the Board and the shareholders of the Company.
  - (b) The Managing Director may be granted stock options.

#### B. Non Executive Directors:

1. The Committee to recommend the remuneration of the Non Executive Directors to the Board for its approval, and will be subject to approval of the shareholders of the Company.
2. The terms of the remuneration of the Non Executive Directors shall be as under:
  - a. Sitting fees of such amounts as may be determined from time to time and upto such amount, as may be decided by the Board and the shareholders, if required.

- b. An incentive payment based on achievement of profitability levels for the year ended, upto such amount, based on the performance evaluation report, as may be decided by the Board and the shareholders, from time to time.
  - c. Increment for each year will be determined by the Committee based on the performance evaluation report and which will be subject to approval of the Board and the shareholders.
3. The Non Executive Directors may be offered stock options as may be permitted by the applicable law.

#### C. Independent Directors:

1. The Committee to recommend the remuneration of the Independent Directors to the Board for its approval, and will be subject to approval of the shareholders of the Company.
2. The terms of the remuneration of the Independent Directors shall be as under:
  - (a) Sitting fees of such amounts as may be determined from time to time and upto such amount, as may be decided by the Board and the shareholders, if required.
  - (b) An incentive payment based on achievement of profitability levels for the year ended, upto such amount, based on the performance evaluation report, as may be decided by the Board and approved by the shareholders of the Company, from time to time.
3. The Independent Directors will not be entitled to any stock options.
4. In addition to the above, the Independent Directors shall be entitled to the following:
 

Reimbursement of actual expenses incurred, if any, in connection with attending the Board / Committee meeting of the Company.

#### D. Key Managerial Personnel:

1. The Committee to recommend the remuneration of the Company Secretary and Chief Financial Officer to the Board for its approval, in accordance with **Annexure 3**.
2. Increment for each year will be determined by the Committee based on the performance evaluation report.
3. Such increment will be subject to approval of the Board.
4. The Company Secretary and Chief Financial Officer may be offered stock options.

#### E. Senior Management Employees:

1. The Committee will determine the remuneration of the senior management employees of the Company, other than the whole time key managerial personnel, in accordance with **Annexure 3**.
2. Increment for each year will be determined by the Committee based on the performance evaluation conducted in accordance with **Annexure 3**.
3. The senior management employees may be offered stock options.

**V. General:**

1. The Board will constitute of atleast 1 woman director.
2. The Board will constitute of atleast 1 director who has stayed in India for a total period of not less than 182 days in the previous calendar year.
3. If the total managerial remuneration payable by the Company to all its directors in any financial year exceeds the limits stipulated under the Act and rules made thereunder, then the Company will obtain requisite approval of the Central Government.
4. Atleast 6 (six) months before the retirement or immediately upon resignation of any director or whole time key managerial personnel, the Committee will initiate the process of identifying and recommending new candidates to replace such retiring or resigning directors or whole time key managerial personnel.

**Annexure 1****List of Statutes**

The Managing Director should not have been sentenced to imprisonment for any period, or to a fine exceeding Rs. 1,000/-, for the conviction of an offence under any of the following Acts, namely:

- (a) the Indian Stamp Act, 1899 (2 of 1899);
- (b) the Central Excise Act, 1944 (1 of 1944);
- (c) the Industries (Development and Regulation) Act, 1951 (65 of 1951);
- (d) the Prevention of Food Adulteration Act, 1954 (37 of 1954);
- (e) the Essential Commodities Act, 1955 (10 of 1955);
- (f) the Companies Act, 2013;
- (g) the Securities Contracts (Regulation) Act, 1956 (42 of 1956);
- (h) the Wealth-tax Act, 1957 (27 of 1957);
- (i) the Income-tax Act, 1961 (43 of 1961);
- (j) the Customs Act, 1962 (52 of 1962);
- (k) the Competition Act, 2002 (12 of 2003);
- (l) the Foreign Exchange Management Act, 1999 (42 of 1999);
- (m) the Sick Industrial Companies (Special Provisions) Act, 1985 (1 of 1986);
- (n) the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- (o) the Foreign Trade (Development and Regulation) Act, 1922 (22 of 1922); and
- (p) the Prevention of Money-Laundering Act, 2002 (15 of 2003).

**Annexure 2****Criteria for performance evaluation of Directors**

The Board decided that the performance evaluation of Directors may be either done by an independent external agency as the Board may decide or appoint or internally by the Board members having regard to, inter alia, the following.

Performance of Executive Directors of the Company who are involved in day to day operations of the Company can be assessed on the basis of:

- a) their commitment to achieve Company's goals and alignment with the strategic direction,
- b) their decision making ability, and
- c) their ability and actions to safeguard the interest of shareholders of the Company.

Performance of Non-Executive and Independent Directors of the Company who are not involved in day to day operations of the Company can be assessed on the basis of:

- a) individual's continuing commitment to the role, strategic thinking,
- b) commitment of time for Board and other Committee meetings,
- c) commitment of time for other duties towards Company like financial management and performance management, integrity, independence,
- d) commitment to good corporate governance practices,
- e) leadership, communication and relationships of Chairman with other Board members, and
- f) their individual competencies and contribution to the discussions and decisions at meetings.

**Annexure 3****Remuneration of whole time key managerial personnel and senior management employees**

The remuneration to the key managerial personnel (i.e. the Company Secretary and the Chief Financial Officer) and senior management employees shall broadly be based on the following parameters:

- a) Qualifications
- b) Experience in the field that he/she works for
- c) Knowledge, Expertise, skills and specialisation
- d) Any awards/ recognitions received
- e) Market competitiveness
- f) Performance in line with Company's objectives and policy
- g) External benchmarks within the context of group and individual performance
- h) Commitment and other personal characteristics being in line with the Company's values, such as pioneering mindset, respect for individuals, integrity, honesty, transparency, accessibility and excellence

**FOR AND ON BEHALF OF THE BOARD****Madhavan Menon**

*Chairman & Managing  
Director*  
DIN: 00008542

Place: Mumbai  
Dated: May 29, 2018

**Mahesh Iyer**

*Executive Director  
& Chief Executive Officer*  
DIN: 07560302

## ANNEXURE 4: EXTRACT OF ANNUAL RETURN

### Form MGT-9

#### EXTRACT OF ANNUAL RETURN as on the financial year ended on March 31, 2018

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

1	CIN	L63040MH1978PLC020717
2	Registration Date	21/10/1978
3	Name of the Company	Thomas Cook (India) Limited
4	Category / Sub-Category of the Company	Company limited by shares / Indian Non-Government Company
5	Address of the Registered office and contact details	Thomas Cook Building, Dr. D N Road, Fort, Mumbai – 400 001 Maharashtra Tel: +91 22 4242 7000 Fax: +91 22 2302 2864 Email id: shareddept@in.thomascook.com Website: www.thomascook.in
6	Whether listed company	Yes
7	Name, Address and Contact details of Registrar and Share Transfer Agent	TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Indl. Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011 Tel: +91 22 6656 8484 Fax: +91 22 6656 8494 Email id: csg-unit@tsrdarashaw.com Website: www.tsrdarashaw.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company are as under:-

Sr. No.	Name and Description of main products / services	NIC Code of the product/ service	% to total turnover of the Company*
1	Travel and Related Services	52291 & Division 79	84.89
2	Financial Services	64990	15.11

\* The Company records net revenue in its books. Hence, the above percentage is with respect to net revenue and not turnover of the Company

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate of the Company	% of shares held	Applicable Section
1	Fairbridge Capital (Mauritius) Limited Level 1, Maeva Tower, Silicon Avenue, CyberCity, Ebene 72201, Republic of Mauritius	N.A.	Holding	67.03	2(46)
2	Sterling Holiday Resorts Limited Purva Primus, 4th Floor, 236, Okhiyampettai, Old Mahabalipuram Road, Thoraipakkam Kancheepuram Chennai 600097	U63040TN1989PLC114064	Subsidiary	100.00	2(87)
3	Sterling Holidays (Ooty) Limited "Purva Primus", 4 <sup>th</sup> Floor, No. 236, Okhiyampettai, Old Mahabalipuram Road, Thoraipakkam, Chennai, 600 097	U55102TN1989PLC018344	Step Down Subsidiary	98.00	2(87)

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate of the Company	% of shares held	Applicable Section
4	<b>Sterling Holiday Resorts (Kodaikanal) Limited</b> "Purva Primus", 4 <sup>th</sup> Floor, No. 236, Okhiyampettai, Old Mahabalipuram Road, Thoraipakkam, Chennai, 600 097	U92490TN1987PLC014215	Step Down Subsidiary	98.00	2(87)
5	<b>Nature Trails Resorts Private Limited</b> Ground Floor, Aligh Chambers, Next to Param Hospital And Hanuman Temple, Hardas Nagar, Majiwada Junction, Thane 400601	U55100MH2005PTC150901	Step Down Subsidiary	100.00	2(87)
6	<b>Indian Horizon Marketing Services Limited</b> Torana Apts, Flat No. 4, Gr.Flr,Opp. Post & Telegraphy Colony,Andheri Sahar Road, Andheri-East, Mumbai 400099	U74999MH1989PLC054765	Subsidiary	100.00	2(87)
7	<b>TC Tours Limited (formerly known as Thomas Cook Tours Limited)</b> Thomas Cook Building Dr. D. N. Road Fort, Mumbai 400001	U63040MH1989PLC054761	Subsidiary	100.00	2(87)
8	<b>Jardin Travel Solutions Limited</b> Thomas Cook Building Dr. D.N. Road, Fort, Mumbai 400001	U63090MH2015PLC267993	Step Down Subsidiary	100.00	2(87)
9	<b>Borderless Travel Services Limited</b> Thomas Cook Building Dr. D.N. Road, Fort, Mumbai 400001	U63090MH2015PLC267758	Subsidiary	100.00	2(87)
10	<b>TC Forex Services Limited (formerly known as Tata Capital Forex Limited)</b> 324, Dr. D.N. Road, Fort, Mumbai – 400001	U65921MH2006PLC238745	Subsidiary	100.00	2(87)
11	<b>TC Travel and Services Limited</b> 324, Dr. D.N. Road, Fort, Mumbai – 400001	U63040MH2008PLC187559	Step Down Subsidiary	100.00	2(87)
12	<b>Thomas Cook Lanka (Private) Limited</b> No. 393 Union Place, Colombo 2, Sri Lanka	N.A.	Subsidiary	100.00	2(87)
13	<b>Luxe Asia (Private) Limited</b> No. 272, Vaixhall Street, Colombo 02, Sri Lanka	N.A.	Step Down Subsidiary	100.00	2(87)
14	<b>Thomas Cook (Mauritius) Holding Company Limited</b> 2 <sup>nd</sup> Floor, Les Jamalacs Building, Vieux Conseil Street, Port Louis	N.A.	Subsidiary	100.00	2(87)
15	<b>Thomas Cook (Mauritius) Operations Company Limited</b> Ground Floor, Anglo Mauritius House, 4 Intendance Street, Port Louis, Mauritius	N.A.	Step Down Subsidiary	100.00	2(87)
16	<b>Thomas Cook (Mauritius) Holidays Limited</b> Ground Floor, Anglo Mauritius House, 4 Intendance Street, Port Louis, 11328 Mauritius	N.A.	Step Down Subsidiary	100.00	2(87)
17	<b>SOTC Travel Limited (formerly Known as SOTC Travel Private Limited)</b> 324, Dr. D.N. Road, Fort, Mumbai 400001	U63040MH2001PTC131691	Subsidiary	100.00	2(87)
18	<b>Travel Circle International (Mauritius) Limited</b> IFS Court, Bank Street, Twenty Eight, Cybercity, Ebene 72201, Mauritius	N.A.	Step-down Subsidiary	100.00	2(87)
19	<b>SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited)</b> 7th Floor, Tower A, Urmi Estate, 95, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai 400013	U63040MH2001PTC131693	Subsidiary	100.00	2(87)
20	<b>SITA World Travel (Nepal) Private Limited</b> Kathmandu Plaza, Y Block, P.O. Box- 2650 3rd floor, Kathmandu, Nepal	N.A.	Step Down Subsidiary	63.32	2(87)
21	<b>SITA World Travel Lanka (Private) Limited</b> Jetwings House, 46/26 Navam Mawatha, Colombo- 2, Sri-Lanka	N.A.	Step Down Subsidiary	100.00	2(87)
22	<b>Quess Corp Limited</b> 3/3/2, Bellandur Gate, Sarjapur Main Road, Bangalore – 560 103 Karnataka	L74140KA2007PLC043909	Associate	49.02	2(6)



Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate of the Company	% of shares held	Applicable Section
23	<b>Aravon Services Private Limited</b> No. 3, 1st Floor, Trade Globe Building, Opp. VITS Hotel, JB Nagar, Andheri Kurla Road, Andheri (East) Mumbai 400059	U93000MH2007FTC172493	Associate	49.02	2(6)
24	<b>CentreQ Business Services Private Limited</b> 3/3/2, Bellandur Gate, Sarjapur Main Road, Bangalore 560103	U72200KA2016PTC097679	Associate	49.02	2(6)
25	<b>Coachieve Solutions Private Limited</b> 3/3/2, Bellandur Gate, Sarjapur Main Road, Bangalore 560103	U72300KA2007PTC105727	Associate	49.02	2(6)
26	<b>Dependo Logistics Solutions Private Limited</b> 3/3/2, Bellandur Gate, Sarjapur Main Road, Bangalore 560103	U63030KA2016PTC096361	Associate	49.02	2(6)
27	<b>Excelus Learning Solutions Private Limited</b> 3/3/2, Bellandur Gate, Sarjapur Main Road, Bangalore 560103	U74999KA2016PTC097984	Associate	49.02	2(6)
28	<b>Inticore VJP Advance Systems Private Limited</b> 3/3/2, Bellandur Gate, Sarjapur Main Road, Bangalore 560103	U33112KA2016PTC086889	Associate	36.27	2(6)
29	<b>MFX Infotech Private Limited</b> 3/3/2, Bellandur Gate, Sarjapur Main Road, Bangalore 560103	U72200KA2014PTC074949	Associate	49.02	2(6)
30	<b>Brainhunter Systems Limited</b> 2 Sheppard Avenue East, Suite 2000, Toronto, ON M2N 5Y7, Canada	N.A.	Associate	49.02	2(6)
31	<b>Brainhunter Companies LLC</b> 22001 Route 46, Waterview Plaza, Suite 310, Parsippany, NJ USA 07054	N.A.	Associate	49.02	2(6)
32	<b>Mindwire Systems Limited</b> Carling Executive Park, 1545 Carling Avenue, Suite 600 Ottawa, ON Canada K1Z 8P9	N.A.	Associate	49.02	2(6)
33	<b>Quesscorp Holdings Pte. Limited</b> 8 Temasek Boulevard, #32-01 Suntec Tower Three, Singapore 038988	N.A.	Associate	49.02	2(6)
34	<b>Comtel Solutions Pte. Limited</b> 10, Hoe Chiang Road, #15-02 Keppel Towers, Singapore 089315	N.A.	Associate	31.37	2(6)
35	<b>Quessglobal (Malaysia) Sdn. Bhd</b> Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur	N.A.	Associate	49.02	2(6)
36	<b>Quess Corp Lanka (Private) Limited (formerly known as Randstad Lanka (Private) Limited)</b> 7th Floor, BOC Merchant Tower, 28, St. Michael's Road, Colombo 03, Sri Lanka	N.A.	Associate	49.02	2(6)
37	<b>MFXchange Holdings Inc.</b> 895 Don Mills Road, Building 2, Suite 300, Toronto, Ontario M3C 1W3 Canada	N.A.	Associate	49.02	2(6)
38	<b>MFXchange(USA), Inc.</b> 5 Century Drive, Suite 200, Parsippany, New Jersey, 07054	N.A.	Associate	49.02	2(6)
39	<b>Quess (Philippines) Corp</b> 23/F, GT Tower International, 6813, Ayala Avenue, Makati City, Philippines	N.A.	Associate	49.02	2(6)
40	<b>Quess Corp(USA) Inc.</b> 3500 South Dupont Highway, Dover, DE 19901, USA	N.A.	Associate	49.02	2(6)
41	<b>Simpliance Technologies Private Limited*</b> 2nd floor, A S Chambers, No.6 80 Feet Road, Koramangala Bangalore 560095	U72200KA2016PTC092594	Associate	22.06	2(6)

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate of the Company	% of shares held	Applicable Section
42	<b>Terrier Security Services (India) Private Limited</b> No. 583, Vyalikaval HBCS Layout, Nagawara, Veerannapalya Bangalore 560045	U74920KA2009PTC049810	Associate	24.02	2(6)
43	<b>Heptagon Technologies Private Limited</b> No.5, Indra Nagar, Nehru Nagar West, Kalapatti Road, Coimbatore 641035	U72200TZ2015PTC021609	Associate	22.55	2(6)
44	<b>Agency Pekerjaan Quess Recruit Sdn. Bhd.</b> Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur	N.A.	Associate	24.02	2(6)
45	<b>Himmer Industrial Services (M) Sdn. Bhd.</b> 17 – 11 Level 17 Q Central Jalan Stesen Sentral 50470 Kuala Lumpur	N.A.	Associate	24.02	2(6)
46	<b>Connegt Business Solutions Limited(formerly known as Tata Business Support Services Limited)</b> 1-8-371 Gowra Trinity, S.P. Road Hyderabad Andhra Pradesh 500016	U64200TG1995PLC044060	Associate	25.00	2(6)
47	<b>Vedang Cellular Services Private Limited</b> 303, Evershine Mall Premises Co-Op Society Ltd Chincholi Bunder Road,Link Road, Malad (West) Mumbai 400064	U32309MH2010PTC201638	Associate	34.31	2(6)
48	<b>Trimax Smart Infraprojects Private Limited</b> 2nd & 3rd Floor, Universal Mill Building L.B.S. Marg, Mehra Estate, Mumbai - 400079	U74999MH2017PTC297304	Associate	25.00	2(6)
49	<b>Golden Star Facilities And Services Private Limited</b> H.No.1-98/9/3/9 & 10,Plot No.25 & 26, Sy. No. 71, Madhapur, Serilingampally Hyderabad Rangareddi 500081	U93000TG2008PTC058162	Associate	34.31	2(6)
50	<b>Master Staffing Solutions Private Limited</b> B1 Tower, 3rd Floor, Golden Enclave Old Airport Road Bangalore 560017	U93000KA2009PTC051492	Associate	49.02	2(6)
51	<b>Monster.Com (India) Private Limited</b> 8-2-293/82-A/1024 & 1024/1, Road No.45, Jubilee Hills, Hyderabad 500033	U72200TG2000PTC035617	Associate	49.02	2(6)
52	<b>Ikya Business Services Private Limited (under liquidation)</b> 216, De Saram, Place, Colombo 10, Sri Lanka	N.A.	Associate	49.02	2(6)
53	<b>Quess Corp Vietnam Limited Liability Company</b> 6F & 7F, Me Linh Point Tower,No.2 Ngo Duc Ke Street, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam	N.A.	Associate	49.02	2(6)
54	<b>Comtel Pro Pte. Limited</b> 10, Hoe Chiang Road, #15-02 Keppel Towers, Singapore, 089315	N.A.	Associate	25.00	2(6)
55	<b>MFX Chile SpA</b> Av. Vitacura 5250, Office 802, Vitacura, Santiago	N.A.	Associate	49.02	2(6)
56	<b>Monster.com SG Pte Limited</b> 100 beach road #27-10/13 Shaw Tower Singapore 189702	N.A.	Associate	49.02	2(6)
57	<b>Monster.com HK Limited</b> Room 2201-7 Times Square Tower II 1 Matheson Street, Causeway Bay, Hong Kong	N.A.	Associate	49.02	2(6)
58	<b>Monster Malaysia Sdn Bhd</b> A-25, Menara Allianz Sentral, 203 Jalan Tun Sambanthan KL Sentral, 50470 Kuala Lumpur	N.A.	Associate	49.02	2(6)
59	<b>Comtelink SDN. BHD.</b> Suite 11, 1st Floor, Menara TKSS, No. 206 Jalan Segambut, 51200 Kuala Lumpur	N.A.	Associate	31.37	2(6)
60	<b>Travel Corporation (India) Limited</b> 324, Dr. D.N. Road, Fort Mumbai- 400001	U63040MH1961PLC012067	Subsidiary	100.00	2(87)
61	<b>TC Visa Services (India) Limited</b> 324, Dr. D.N. Road Fort Mumbai 400001	U63090MH2011PLC221429	Step Down Subsidiary	100.00	2(87)

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate of the Company	% of shares held	Applicable Section
62	<b>Travel Circle International Limited (formerly known as Luxe Asia Travel (China) Limited)</b> 30/F, AXA Tower, Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong	N.A.	Step Down Subsidiary	100.00	2(87)
63	<b>TCI-GO Vacation India Private Limited</b> Tower B, Delta Square, M.G Road, Sector 25, Gurgaon 12200	U74999HR2017FTC069052	Associate	49.00	2(6)
64	<b>Horizon Travel Services LLC (USA)</b> 2711 Centerville Road, Suite 400, Wilmington, New Castle Country, Delaware 19808	N.A.	Step-down Subsidiary	100.00	2(87)
65	<b>Asian Trails Holdings Limited</b> ABAX Corporate Services Ltd., 6/F Tower A, 1 CyberCity, Ebene, Republic of Mauritius	N.A.	Step-down Subsidiary	100.00	2(87)
66	<b>Kuoni Destination Management (Beijing) Limited</b> 1401, SciTech Tower, No. 22 Jianguomenwai Avenue, Beijing 100004, P.R. China	N.A.	Step-down Subsidiary	100.00	2(87)
67	<b>Asian Trails Tours Limited</b> 635-J, Yoma Yeiktha, Pyay Road, Kamayut Township, Yangon, Myanmar	N.A.	Step-down Subsidiary	85.00	2(87)
68	<b>Asian Trails Co. Limited</b> No. 22, Street 294, P.O.Box 621, Sangkat Boeng Keng Kong I, Khan Chamkarmorn, Phnom Penh, Cambodia	N.A.	Step-down Subsidiary	95.00	2(87)
69	<b>AT Lao Co., Limited</b> Unit 10, Ban Khounta Thong, P.O.Box 5422, Sikhottabong District, Vientiane, Lao P.D.R.	N.A.	Step-down Subsidiary	80.00*	2(87)
70	<b>PT. Asian Trails Limited</b> Jl. Bypass Ngurah Rai No. 260 Sanur, Denpasar, Bali – Indonesia 80228	N.A.	Step-down Subsidiary	66.00	2(87)
71	<b>Asian Trails SDN. BHD.</b> SOHO Suites @ KLCC Block A2, Level 32-3A, No. 20, Jalan Perak, 50450 Kuala Lumpur, Wilayah Persekutuan, Kuala Lumpur.	N.A.	Step-down Subsidiary	100.00	2(87)
72	<b>Asian Trails (Vietnam) Co. Limited</b> 9th Floor, HMC Tower, 193 Dinh Tien Hoang Street, District 1, Ho Chi Minh City, Vietnam	N.A.	Step-down Subsidiary	70.00*	2(87)
73	<b>Asian Trails Limited</b> 9th Floor, SG Tower, Soi Mahadlek Luang 3, Rajdamri Rd., Lumpini, Pathumwan, Bangkok 10330, Thailand	N.A.	Step-down Subsidiary	100.00*	2(87)
74	<b>Chang Som Limited</b> 9/F SG Tower, 161/1 Soi Mahadlek Luang 3, Rajdamri Rd., Lumpini, Pathumwan, Bangkok 10330 Thailand.	N.A.	Step-down Subsidiary	100.00	2(87)
75	<b>Reem Tours &amp; Travels LLC</b> Office no 306 and 307, Al Barsha Boutique Building, Al Barsha 1, Dubai UAE	N.A.	Step-down Subsidiary	100.00	2(87)
76	<b>Gulf Dunes LLC</b> Office no 305, Al Barsha Boutique Building, Al Barsha 1, Dubai UAE	N.A.	Step-down Subsidiary	100.00	2(87)
77	<b>Gulf Dunes Tourism LLC</b> Villa No. 4321, Way No. 3054, Al Sarooj Muscat Oman	N.A.	Step-down Subsidiary	100.00	2(87)
78	<b>Desert Adventures Tourism LLC</b> Office no 301 to 304, Al Barsha Boutique Building, Al Barsha 1, Dubai UAE	N.A.	Step-down Subsidiary	100.00	2(87)
79	<b>Muscat Desert Adventures Tourism LLC</b> Villa No. 4321, Way No. 3054, Al Sarooj Muscat Oman	N.A.	Step-down Subsidiary	100.00	2(87)
80	<b>Desert Adventures Tourism Limited</b> 5th floor Bassam Abbasi Bldg 142 Office 503 · Mecca Street · P.O. Box 3688 - ZIP Code 11821 · Amman · Jordan	N.A.	Step-down Subsidiary	100.00	2(87)
81	<b>Kuoni Private Safaris (Pty) Limited</b> Ground Floor, Block 3, Northgate Park, Corner Section & Platinum Drive Brooklyn, Cape Town, 7405	N.A.	Step-down Subsidiary	100.00	2(87)

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate of the Company	% of shares held	Applicable Section
82	<b>Kuoni Private Safaris Namibia (Pty) Limited</b> 61 Bismark Street, Windhoek Namibia	N.A.	Step-down Subsidiary	100.00	2(87)
83	<b>Private Safaris (East Africa) Limited</b> 2nd Floor, Oilibya Plaza, Muthaiga P.O. Box 16913, 00620, Muthaiga - Nairobi, Kenya Oilibya Plaza, Muthaiga P.O. Box 16913, 00620 Muthaiga - Nairobi, Kenya	N.A.	Step-down Subsidiary	100.00	2(87)
84	<b>Kuoni Australia Holding Pty. Ltd</b> Level 1, 28 Victoria Street, Carlton Victoria Australia 3053	N.A.	Step-down Subsidiary	100.00	2(87)
85	<b>Australian Tours Management Pty Ltd</b> Level 2, 200 Lygon Street, Carlton, Victoria 3053 Australia	N.A.	Step-down Subsidiary	100.00	2(87)

\*percentage above reflects dividend right held in the Company

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i. Category-wise Share Holding

	Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2017				No. of Shares held at the end of the year i.e. 31.03.2018				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoters</b>									
(a)	Individuals / Hindu Undivided Family	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Central Government / State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total (A) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2)</b>	<b>Foreign</b>									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	248153725	0	248153725	67.66	248153725	0	248153725	67.03	-0.63
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total (A) (2)</b>	<b>248153725</b>	<b>0</b>	<b>248153725</b>	<b>67.66</b>	<b>248153725</b>	<b>0</b>	<b>248153725</b>	<b>67.03</b>	<b>-0.63</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>248153725</b>	<b>0</b>	<b>248153725</b>	<b>67.66</b>	<b>248153725</b>	<b>0</b>	<b>248153725</b>	<b>67.03</b>	<b>-0.63</b>
<b>(B)</b>	<b>Public Shareholding</b>									
<b>(1)</b>	<b>Institutions</b>									
(a)	Mutual Funds / UTI	41354725	8460	41363185	11.28	42771658	8460	42780118	11.56	0.28
(b)	Financial Institutions / Banks	39353	9560	48913	0.01	2014048	1791100	222948	0.06	0.05
(c)	Central Government / State Governments(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	6468994	0	6468994	1.76	7243166	0	7243166	1.96	-0.20
(f)	Foreign Institutional Investors	679709	6025	685734	0.19	170165	2445	172610	0.05	-0.14

	Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2017				No. of Shares held at the end of the year i.e. 31.03.2018				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Foreign Portfolio Investors (Corporate)	27179340	0	27179340	7.41	23590170	0	23590170	6.37	-1.04
(j)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (B) (1)</b>		<b>75722121</b>	<b>24045</b>	<b>75746166</b>	<b>20.65</b>	<b>75789207</b>	<b>1780195</b>	<b>74009012</b>	<b>19.99</b>	<b>-0.66</b>
<b>(2)</b>	<b>Non-Institutions</b>									
(a)	Bodies Corporate									
(i)	Indian	8637102	62113	8699215	2.37	1427666	4585975	6013641	1.62	-0.75
(ii)	Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Individuals -									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh	26842921	3077121	29920042	8.16	26930302	2751796	29682098	8.02	-0.14
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	4015280	0	4015280	1.09	6682838	0	6682838	1.81	-0.71
(c)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Alternative Investment Fund	0	0	0	0.00	3464892	0	3464892	0.94	0.94
(e)	Any Other									
(i)	Trust	10067	6000	16067	0.00	48282	6000	54282	0.01	0.01
(ii)	Directors & their relatives	290102	0	290102	0.06	1304165	0	1304165	0.35	0.30
(iii)	Unclaimed or Suspense or Escrow Account	0	0	0	0.00	25000	0	25000	0.01	0.01
(v)	IEPF	0	0	0	0.00	307354	0	307354	0.08	0.08
(iv)	NBFC	0	0	0	0.00	510367	0	510367	0.14	0.14
<b>Sub-total (B) (2)</b>		<b>39714472</b>	<b>3145234</b>	<b>42859706</b>	<b>11.69</b>	<b>40700866</b>	<b>7343771</b>	<b>48044637</b>	<b>12.98</b>	<b>1.29</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>		<b>115436593</b>	<b>3169279</b>	<b>118605872</b>	<b>32.34</b>	<b>116490073</b>	<b>5563576</b>	<b>122053649</b>	<b>32.97</b>	<b>0.63</b>
<b>TOTAL (A)+(B)</b>		<b>363590318</b>	<b>3169279</b>	<b>366759597</b>	<b>100.00</b>	<b>364643798</b>	<b>5563576</b>	<b>370207374</b>	<b>100.00</b>	<b>0.00</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>									
(1)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
<b>GRAND TOTAL (A)+(B)+(C)</b>		<b>363590318</b>	<b>3169279</b>	<b>366759597</b>	<b>100.00</b>	<b>364643798</b>	<b>5563576</b>	<b>370207374</b>	<b>100.00</b>	<b>0.00</b>



## ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2017			Shareholding at the end of the year i.e. 31.03.2018			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares Pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares Pledged / encumbered to total shares	
1	Fairbridge Capital (Mauritius) Limited	248153725	67.66	0.00	248153725	67.03*	0.00	-0.63
<b>Total</b>		<b>248153725</b>	<b>67.66</b>	<b>0.00</b>	<b>248153725</b>	<b>67.03</b>	<b>0.00</b>	<b>-0.63</b>

\*The reason for decrease in percentage of total shares held by promoter is due to increase in paid-up share equity share capital of the company on account of allotment of equity shares to employees under various Employee Stock Option Schemes.

## iii. Change in Promoters' Shareholding: No Change

## iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year as on 01.04.2017		Date	Reason	Purchase of Shares/ Decrease in Shareholding		Cumulative Shares during the year	
		No of Shares	% of total Shares of the Company			No of Shares	% of total shares of the company^	No of Shares	% of total shares of the company ^
1	ICICI Prudential Mutual Fund	28952037	7.89					2,89,52,037	7.82
				07-04-2017	Sale of Shares	-36643	-0.01	2,89,15,394	7.81
				14-04-2017	Sale of Shares	-709074	-0.19	2,82,06,320	7.62
				21-04-2017	Sale of Shares	-529964	-0.14	2,76,76,356	7.48
				28-04-2017	Sale of Shares	-4175	0.00	2,76,72,181	7.47
				05-05-2017	Sale of Shares	-106624	-0.03	2,75,65,557	7.45
				12-05-2017	Sale of Shares	-53957	-0.01	2,75,11,600	7.43
				16-06-2017	Sale of Shares	-87762	-0.02	2,74,23,838	7.41
				23-06-2017	Sale of Shares	-144083	-0.04	2,72,79,755	7.37
				07-07-2017	Sale of Shares	-17531	0.00	2,72,62,224	7.36
				14-07-2017	Sale of Shares	-290067	-0.08	2,69,72,157	7.29
				21-07-2017	Sale of Shares	-182884	-0.05	2,67,89,273	7.24
				25-07-2017	Sale of Shares	-19677	-0.01	2,67,69,596	7.23
				28-07-2017	Sale of Shares	-57179	-0.02	2,67,12,417	7.22
				18-08-2017	Purchase of Shares	525665	0.14	2,72,38,082	7.36
				25-08-2017	Purchase of Shares	1805070	0.49	2,90,43,152	7.85
				08-09-2017	Sale of Shares	-356389	-0.10	2,86,86,763	7.75
				15-09-2017	Sale of Shares	-281737	-0.08	2,84,05,026	7.67
				22-09-2017	Sale of Shares	-192841	-0.05	2,82,12,185	7.62
				29-09-2017	Sale of Shares	-34910	-0.01	2,81,77,275	7.61
				06-10-2017	Sale of Shares	-71191	-0.02	2,81,06,084	7.59
				03-11-2017	Purchase of Shares	50979	0.01	2,81,57,063	7.61
				10-11-2017	Purchase of Shares	314323	0.08	2,84,71,386	7.69
				17-11-2017	Sale of Shares	-2	0.00	2,84,71,384	7.69
				24-11-2017	Purchase of Shares	92451	0.02	2,85,63,835	7.72
				01-12-2017	Purchase of Shares	348522	0.09	2,89,12,357	7.81
				08-12-2017	Purchase of Shares	9344	0.00	2,89,21,701	7.81
				15-12-2017	Sale of Shares	-10920	0.00	2,89,10,781	7.81
				22-12-2017	Sale of Shares	-486780	-0.13	2,84,24,001	7.68
				29-12-2017	Sale of Shares	-166619	-0.05	2,82,57,382	7.63
				12-01-2018	Sale of Shares	-500601	-0.14	2,77,56,781	7.50
				19-01-2018	Sale of Shares	-325282	-0.09	2,74,31,499	7.41
				26-01-2018	Purchase of Shares	729545	0.20	2,81,61,044	7.61
				02-02-2018	Sale of Shares	-405629	-0.11	2,77,55,415	7.50
				09-02-2018	Purchase of Shares	56344	0.02	2,78,11,759	7.51

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year as on 01.04.2017		Date	Reason	Purchase of Shares/ Decrease in Shareholding		Cumulative Shares during the year	
		No of Shares	% of total Shares of the Company			No of Shares	% of total shares of the company^	No of Shares	% of total shares of the company ^
				02-03-2018	Sale of Shares	-20,37,076	-0.55	2,57,74,683	6.96
				09-03-2018	Sale of Shares	-2,15,273	-0.06	2,55,59,410	6.90
				16-03-2018	Sale of Shares	-13,46,806	-0.36	2,42,12,604	6.54
				30-03-2018	Sale of Shares	-16,163	0.00	2,41,96,441	6.54
				31.03.2018	At the end of the year	-	-	2,41,96,441	6.54
2	Aditya Birla Sun Life Trustee Company Private Limited-Mutual Funds	12217665	3.33					12217665	3.30
				07-04-2017	Purchase of Shares	92,703	0.03	1,23,10,368	3.33
				14-04-2017	Purchase of Shares	41,580	0.01	1,23,51,948	3.34
				21-04-2017	Purchase of Shares	37,800	0.01	1,23,89,748	3.35
				28-04-2017	Purchase of Shares	58,370	0.02	1,24,48,118	3.36
				05-05-2017	Purchase of Shares	24,300	0.01	1,24,72,418	3.37
				12-05-2017	Purchase of Shares	59,400	0.02	1,25,31,818	3.39
				19-05-2017	Purchase of Shares	43,200	0.01	1,25,75,018	3.40
				26-05-2017	Purchase of Shares	51,300	0.01	1,26,26,318	3.41
				02-06-2017	Purchase of Shares	38,340	0.01	1,26,64,658	3.42
				09-06-2017	Purchase of Shares	16,200	0.00	1,26,80,858	3.43
				16-06-2017	Purchase of Shares	35,100	0.01	1,27,15,958	3.43
				23-06-2017	Purchase of Shares	35,100	0.01	1,27,51,058	3.44
				30-06-2017	Purchase of Shares	42,480	0.01	1,27,93,538	3.46
				07-07-2017	Sale of Shares	-54,754	-0.01	1,27,38,784	3.44
				14-07-2017	Purchase of Shares	4,49,840	0.12	1,31,88,624	3.56
				21-07-2017	Purchase of Shares	88,200	0.02	1,32,76,824	3.59
				25-07-2017	Purchase of Shares	38,520	0.01	1,33,15,344	3.60
				26-07-2017	Sale of Shares	-1,09,096	-0.03	1,32,06,248	3.57
				28-07-2017	Purchase of Shares	2,96,596	0.08	1,35,02,844	3.65
				02-08-2017	Purchase of Shares	90,560	0.02	1,35,93,404	3.67
				04-08-2017	Purchase of Shares	37,800	0.01	1,36,31,204	3.68
				11-08-2017	Purchase of Shares	1,83,700	0.05	1,38,14,904	3.73
				18-08-2017	Purchase of Shares	1,25,580	0.03	1,39,40,484	3.77
				25-08-2017	Purchase of Shares	1,17,900	0.03	1,40,58,384	3.80
				01-09-2017	Purchase of Shares	1,92,400	0.05	1,42,50,784	3.85
				08-09-2017	Purchase of Shares	64,891	0.02	1,43,15,675	3.87
				15-09-2017	Purchase of Shares	75,600	0.02	1,43,91,275	3.89
				22-09-2017	Purchase of Shares	1,20,600	0.03	1,45,11,875	3.92
				29-09-2017	Purchase of Shares	1,25,680	0.03	1,46,37,555	3.95
				06-10-2017	Purchase of Shares	1,22,400	0.03	1,47,59,955	3.99
				13-10-2017	Purchase of Shares	45,000	0.01	1,48,04,955	4.00
				20-10-2017	Purchase of Shares	54,000	0.01	1,48,58,955	4.01
				27-10-2017	Purchase of Shares	80,100	0.02	1,49,39,055	4.04
				31-10-2017	Purchase of Shares	56,700	0.02	1,49,95,755	4.05
				03-11-2017	Purchase of Shares	37,800	0.01	1,50,33,555	4.06
				10-11-2017	Purchase of Shares	1,60,500	0.04	1,51,94,055	4.10
				17-11-2017	Purchase of Shares	93,400	0.03	1,52,87,455	4.13
				24-11-2017	Purchase of Shares	1,59,800	0.04	1,54,47,255	4.17
				01-12-2017	Purchase of Shares	4,56,917	0.12	1,59,04,172	4.30
				08-12-2017	Purchase of Shares	1,43,100	0.04	1,60,47,272	4.33
				15-12-2017	Purchase of Shares	72,900	0.02	1,61,20,172	4.35
				22-12-2017	Purchase of Shares	1,60,700	0.04	1,62,80,872	4.40

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year as on 01.04.2017		Date	Reason	Purchase of Shares/ Decrease in Shareholding		Cumulative Shares during the year	
		No of Shares	% of total Shares of the Company			No of Shares	% of total shares of the company^	No of Shares	% of total shares of the company ^
				29-12-2017	Purchase of Shares	67,140	0.02	1,63,48,012	4.42
				05-01-2018	Purchase of Shares	1,46,340	0.04	1,64,94,352	4.46
				12-01-2018	Purchase of Shares	1,08,000	0.03	1,66,02,352	4.48
				19-01-2018	Purchase of Shares	2,18,082	0.06	1,68,20,434	4.54
				26-01-2018	Purchase of Shares	1,02,600	0.03	1,69,23,034	4.57
				02-02-2018	Purchase of Shares	1,42,740	0.04	1,70,65,774	4.61
				09-02-2018	Purchase of Shares	1,02,600	0.03	1,71,68,374	4.64
				16-02-2018	Purchase of Shares	97,673	0.03	1,72,66,047	4.66
				23-02-2018	Purchase of Shares	1,34,100	0.04	1,74,00,147	4.70
				02-03-2018	Purchase of Shares	1,24,200	0.03	1,75,24,347	4.73
				09-03-2018	Purchase of Shares	29,700	0.01	1,75,54,047	4.74
				16-03-2018	Purchase of Shares	1,40,339	0.04	1,76,94,386	4.78
				23-03-2018	Purchase of Shares	2,66,000	0.07	1,79,60,386	4.85
				30-03-2018	Purchase of Shares	98,100	0.03	1,80,58,486	4.88
				31-03-2018	At the end of the year	-	-	1,80,58,486	4.88
								64,68,994	1.75
3	ICICI Prudential Life Insurance Company Limited	64,68,994	1.76						
				02-08-2017	Purchase of Shares	6,97,198	0.19	71,66,192	1.94
				01-09-2017	Purchase of Shares	3,58,301	0.10	75,24,493	2.03
				01-09-2017	Sale of Shares	-3,58,301	-0.10	71,66,192	1.94
				19-01-2018	Sale of Shares	-3,58,301	-0.10	68,07,891	1.84
				19-01-2018	Purchase of Shares	3,58,301	0.10	71,66,192	1.94
				30-03-2018	Purchase of Shares	76,974	0.02	72,43,166	1.96
				31.03.2018	At the end of the year	-	-	72,43,166	1.96
4	Kotak Mahindra (International) Limited#	43,59,365	1.19					43,59,365	1.18
				07-Jul-2017	Sale of Shares	-28,095	-0.01	43,31,270	1.17
				31.03.2018	At the end of the year	-	-	43,31,270	1.17
								31,38,606	0.85
5	Government Pension Fund Global	31,38,606	0.86					31,38,606	0.86
				-	No Change	0	0.00	31,38,606	0.86
				31.03.2018	At the end of year	-	-	31,38,606	0.85
6	India Whizdom Fund#	0	0.00					0	0.00
				02-03-2018	Purchase of Shares	21,51,750	0.58	21,51,750	0.58
				09-03-2018	Purchase of Shares	1,54,000	0.04	23,05,750	0.62
				16-03-2018	Purchase of Shares	6,70,000	0.18	29,75,750	0.80
				31.03.2018	At the end of the year	-	-	29,75,750	0.80
								0	0.00
7	Kuwait Investment Authority Fund 225#	0	0.00					0	0.00
				14-04-2017	Purchase of Shares	1,35,123	0.04	1,35,123	0.04
				05-05-2017	Purchase of Shares	4,96,596	0.13	6,31,719	0.17
				12-05-2017	Purchase of Shares	8,702	0.00	6,40,421	0.17
				19-05-2017	Purchase of Shares	1,16,101	0.03	7,56,522	0.20
				12-01-2018	Purchase of Shares	3,14,365	0.08	10,70,887	0.29
				19-01-2018	Purchase of Shares	3,31,426	0.09	14,02,313	0.38
				02-02-2018	Purchase of Shares	2,67,741	0.07	16,70,054	0.45
				09-02-2018	Purchase of Shares	5,70,806	0.15	22,40,860	0.61
				16-02-2018	Purchase of Shares	26,677	0.01	22,67,537	0.61
				16-03-2018	Purchase of Shares	2,91,876	0.08	25,59,413	0.69
				31.03.2018	At the end of year	-	-	25,59,413	0.69

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year as on 01.04.2017		Date	Reason	Purchase of Shares/ Decrease in Shareholding		Cumulative Shares during the year	
		No of Shares	% of total Shares of the Company			No of Shares	% of total shares of the company^	No of Shares	% of total shares of the company ^
8	Ramesh Ramanathan	24,13,575	0.66					24,13,575	0.65
				29-09-2017	Purchase of Shares	63,327	0.02	24,76,902	0.67
				15-12-2017	Sale of Shares	-844	0.00	24,76,058	0.67
				22-12-2017	Sale of Shares	-52,448	-0.01	24,23,610	0.65
				29-12-2017	Sale of Shares	-95,250	-0.03	23,28,360	0.63
				05-01-2018	Sale of Shares	-16,831	0.00	23,11,529	0.62
				19-01-2018	Sale of Shares	-150	0.00	23,11,379	0.62
				26-01-2018	Sale of Shares	-873	0.00	23,10,506	0.62
				31.03.2018	At the end of year	-	-	23,10,506	0.62
9	The Board Of Regents Of The University Of Texas System - Ut Saga Tree LLC	22,26,436	0.61					22,26,436	0.60
				26-01-2018	Sale of Shares	-18,269	0.00	22,08,167	0.60
				02-02-2018	Sale of Shares	-1,32,579	-0.04	20,75,588	0.56
				09-02-2018	Sale of Shares	-48,709	-0.01	20,26,879	0.55
				16-02-2018	Sale of Shares	-27,525	-0.01	19,99,354	0.54
				31.03.2018	At the end of the year	-	-	19,99,354	0.54
10	Bright Star Investments Pvt Limited#	21,74,400	0.59					21,74,400	0.59
				11-08-2017	Sale of Shares	-64,649	-0.02	21,09,751	0.57
				18-08-2017	Sale of Shares	-1,35,351	-0.04	19,74,400	0.53
				25-08-2017	Sale of Shares	-2,11,296	-0.06	17,63,104	0.48
				01-09-2017	Sale of Shares	-88,704	-0.02	16,74,400	0.45
				31.03.2018	At the end of the year	-	-	16,74,400	0.45
11	Morgan Stanley Asia (Singapore) Pte.*	25,49,773	0.70					25,49,773	0.69
				07-04-2017	Sale of Shares	-2,09,018	-0.06	23,40,755	0.63
				07-04-2017	Purchase of Shares	2,922	0.00	23,43,677	0.63
				14-04-2017	Sale of Shares	-4,38,872	-0.12	19,04,805	0.51
				21-04-2017	Sale of Shares	-4,33,001	-0.12	14,71,804	0.40
				02-08-2017	Sale of Shares	-3,714	0.00	14,68,090	0.40
				04-08-2017	Sale of Shares	-4,844	0.00	14,63,246	0.40
				11-08-2017	Sale of Shares	-14,020	0.00	14,49,226	0.39
				18-08-2017	Sale of Shares	-9,221	0.00	14,40,005	0.39
				25-08-2017	Sale of Shares	-2,858	0.00	14,37,147	0.39
				01-09-2017	Sale of Shares	-6,581	0.00	14,30,566	0.39
				08-09-2017	Sale of Shares	-17,102	0.00	14,13,464	0.38
				15-09-2017	Sale of Shares	-3,950	0.00	14,09,514	0.38
				29-09-2017	Sale of Shares	-137	0.00	14,09,377	0.38
				27-10-2017	Sale of Shares	-73,342	-0.02	13,36,035	0.36
				31-10-2017	Sale of Shares	-85,946	-0.02	12,50,089	0.34
				03-11-2017	Sale of Shares	-56,059	-0.02	11,94,030	0.32
				10-11-2017	Sale of Shares	-1,10,894	-0.03	10,83,136	0.29
				26-01-2018	Sale of Shares	-14,111	0.00	10,69,025	0.29
				02-02-2018	Sale of Shares	-1,18,221	-0.03	9,50,804	0.26
				09-02-2018	Sale of Shares	-61,630	-0.02	8,89,174	0.24
				16-02-2018	Sale of Shares	-22,000	-0.01	8,67,174	0.23
				23-03-2018	Sale of Shares	-6,206	0.00	8,60,968	0.23
				31.03.2018	At the end of the year	-	-	8,60,968	0.23

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year as on 01.04.2017		Date	Reason	Purchase of Shares/ Decrease in Shareholding		Cumulative Shares during the year	
		No of Shares	% of total Shares of the Company			No of Shares	% of total shares of the company^	No of Shares	% of total shares of the company ^
12	India Capital Fund Limited*	32,57,692	0.89	-	-	-	-	32,57,692	0.88
				17-11-2017	Sale of Shares	-3,15,965	-0.09	29,41,727	0.79
				24-11-2017	Sale of Shares	-18,12,694	-0.49	11,29,033	0.30
				01-12-2017	Sale of Shares	-11,29,033	-0.30	0	0.00
				31.03.2018	At the end of the year	-	-	0	0.00
13	The Wellington Trust Company National Association Multiple Common Trust Funds Trust Emerging Markets Local Equity Portfolio*	24,81,516	0.68	-	-	-	-	24,81,516	0.67
				28-04-2017	Sale of Shares	-1,92,676	-0.05	22,88,840	0.62
				05-05-2017	Sale of Shares	-2,01,889	-0.05	20,86,951	0.56
				12-05-2017	Sale of Shares	-9,775	0.00	20,77,176	0.56
				19-05-2017	Sale of Shares	-1,70,505	-0.05	19,06,671	0.52
				26-05-2017	Sale of Shares	-1,50,590	-0.04	17,56,081	0.47
				02-06-2017	Sale of Shares	-3,94,412	-0.11	13,61,669	0.37
				09-06-2017	Sale of Shares	-9,33,235	-0.25	4,28,434	0.12
				16-06-2017	Sale of Shares	-1,91,115	-0.05	2,37,319	0.06
				23-06-2017	Sale of Shares	-2,37,319	-0.06	0	0.00
				31.03.2018	At the end of the year	-	-	0	0.00

^ % of total shares of the Company held by Top 10 shareholders is calculated taking into consideration the outstanding equity share capital of the Company as on the financial year ended March 31, 2018.

#Not in the list of Top 10 shareholders as on April 1, 2017. The same has been reflected above since the shareholder was one of Top 10 shareholders as on March 31, 2018.

\*Ceased to be in the list of Top 10 as on March 31, 2018. The same is reflected above since the shareholder was one of the Top 10 shareholders as on April 1, 2017.

#### v. Shareholding of Directors and Key Managerial Personnel

SL. No	Name of the Shareholder	Shareholding at the beginning of the year as on 01.04.2017		Date	Reason	Purchase of Shares/ Decrease in Shareholding		Cumulative Shares during the year	
		No of Shares	% of total Shares of the Company			No of Shares	% of total shares of the company*	No of Shares	% of total shares of the company *
1	Mr. Madhavan Menon	2,08,607	0.06					2,08,607	0.06
				07-06-2017	Sale of shares	6,050	0.00	2,02,557	0.05
				08-06-2017	Sale of shares	63,950	0.02	1,38,607	0.04
				12-06-2017	Sale of shares	15,408	0.00	1,23,190	0.03
				13-06-2017	Sale of shares	10,750	0.00	1,12,449	0.03
				14-06-2017	Sale of shares	160	0.00	1,12,289	0.03
				15-06-2017	Sale of shares	3,682	0.00	1,08,607	0.03
				12-07-2017	Sale of shares	13,911	0.00	94,696	0.03
				13-07-2017	Sale of shares	978	0.00	93,718	0.03
				14-07-2017	Sale of shares	13,095	0.00	80,623	0.02
				24-10-2017	Sale of shares	35,000	0.01	45,623	0.01
				21-12-2017	Sale of shares	10,000	0.00	35,623	0.01
				22-12-2017	Sale of shares	10,000	0.00	25,623	0.01
				15-01-2018	Sale of shares	25,623	0.01	0	0.00
				01-03-2018	ESOP Shares	13,03,670	0.35	13,03,670	0.35
				31-03-2018	At the end of the year	-	-	13,03,670	0.35



Sl. No	Name of the Shareholder	Shareholding at the beginning of the year as on 01.04.2017		Date	Reason	Purchase of Shares/ Decrease in Shareholding		Cumulative Shares during the year	
		No of Shares	% of total Shares of the Company			No of Shares	% of total shares of the company*	No of Shares	% of total shares of the company *
2	Mr. Harsha Raghavan#	0	0.00					0	0.00
				-	No Change	0	0.00	0	0.00
				31-03-2018	At the end of the year	-	-	0	0.00
3	Mr. Sunil Mathur	0	0.00					0	0.00
				-	No Change	0	0.00	0	0.00
				31-03-2018	At the end of the year	-	-	0	0.00
4	Mrs. Kishori Udeshi	0	0.00					0	0.00
				-	No Change	0	0.00	0	0.00
				31-03-2018	At the end of the year	-	-	0	0.00
5	Mr. Nilesh Vikamsey	0	0.00					0	0.00
				-	No Change	0	0.00	0	0.00
				31-03-2018	At the end of the year	-	-	0	0.00
6	Mr. Pravir Kumar Vohra	495	0.00					495	0.00
				-	No Change	0	0.00	0	0.00
				31-03-2018	At the end of the year	-	-	495	0.00
7	Mr. Chandran Ratnaswami	0	0.00					0	0.00
				-	No Change	0	0.00	0	0.00
				31-03-2018	At the end of the year	-	-	0	0.00
8	Mr. Debasis Nandy (up to 31st May, 2017)	76,789	0.02					76,789	0.02
				16-06-2017	Sale of Shares	4,000	0.00	72,789	0.02
				21-06-2017	Sale of Shares	1,000	0.00	71,789	0.02
				01-03-2018	ESOP Shares	2,78,497	0.08	3,50,286	0.09
				31-03-2018	At the end of the year	-	-	3,50,286	0.09
9	Mr. Mahesh Iyer	305	0.00					305	0.00
				01-03-2018	ESOP Shares	88,965	0.02	89,270	0.02
				27-03-2018	ESOP Shares	1,62,000	0.0438	2,51,270	0.07
				31-03-2018	At the end of the year	-	-	2,51,270	0.07
10	Mr. Amit Parekh	18,600	0.00					18,600	0.01
				05-09-2017	ESOP Shares	1,400	0.0004	20,000	0.01
				01-03-2018	ESOP Shares	1,266	0.0003	21,266	0.01
				31-03-2018	At the end of the year	-	-	21,266	0.01
11	Mr. Brijesh Modi (w.e.f. 1st June, 2017)	0	0.00					0	0.00
				-	No Change	0	0.00	0	0.00
				31-03-2018	At the end of the year	-	-	0	0.00

\* % of total shares of the Company held by Directors and KMP is calculated taking into consideration the outstanding equity share capital of the Company as on financial year ended March 31, 2018.

# As at March 31, 2018, Universal Trustees Private Limited holds 590000 equity shares of the Company in trust for the ultimate benefit of Mr. Harsha Raghavan.

## V. INDEBTEDNESS

(Amount in Rs.)

Particulars	Secured Loans excluding Deposits	Unsecured Loans (NCD)	Non Convertible Cumulative Redeemable Preference Shares (NCCRPS)*	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
1) Principal Amount	-	1,666,666,667	1,250,000,000	-	2,916,666,667
2) Interest due but not paid	-	-	-	-	-
3) Interest accrued but not due	-	122,126,286	35,416,667	-	157,542,953
<b>Total (1+2+3)</b>	<b>-</b>	<b>1,788,792,953</b>	<b>1,285,416,667</b>	<b>-</b>	<b>3,074,209,620</b>
<b>Change in Indebtedness during the financial year</b>					
Principal Amount					
(+) Addition	-	-	-	-	-
(-) Reduction	-	333,333,333	1,250,000,000	-	1,583,333,333
Interest Accrued But not Due					
(+) Addition	-	88,408,114	-	-	88,408,114
(-) Reduction	-	122,126,286	35,416,667	-	157,542,953
Interest Due But not Paid					
(+) Addition	-	-	-	-	-
(-) Reduction	-	-	-	-	-
<b>Net change</b>		<b>(367,051,505)</b>	<b>(1,285,416,667)</b>	<b>-</b>	<b>(1,652,468,172)</b>
<b>Indebtedness at the end of the financial year</b>					
1) Principal Amount	-	1,333,333,334	-	-	1,333,333,334
2) Interest due but not paid	-	-	-	-	-
3) Interest accrued but not due	-	88,408,114	-	-	88,408,114
<b>Total (1+2+3)</b>		<b>1,421,741,448</b>	<b>-</b>	<b>-</b>	<b>1,421,741,448</b>

\* NCCRPS has been considered as debt under the Indian Accounting Standard (Ind-AS), hence disclosed under Indebtedness of the Company.

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Madhavan Menon, Chairman & Managing Director
1	Gross Salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	22,994,064
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3,348,168
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0
2	Sweat Equity	0
3	Commission	0
	(i) As % of Profit	
	(ii) Others, specify	
4	Others, please specify	0
	Performance Bonus	25,000,000
	<b>Total</b>	<b>51,342,232</b>
	Stock Options Exercised	1303670
	Ceiling as per the Companies Act, 2013	As per the provisions of the Companies Act, 2013

## B. Remuneration to other Directors (Non Executive Directors):

### I. Non Executive Independent Directors

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Fee for attending Board /Committee	Commission	Others, please specify	Total Amount
<b>1</b>	<b>Independent Directors</b>				
	Mrs. Kishori Udeshi	1,290,000	272,250	-	1,562,250
	Mr. Pravir Vohra	1,610,000	272,250	-	1,882,250
	Mr. Nilesh Vikamsey	650,000	272,250	-	922,250
	Mr. Sunil Mathur	1,280,000	272,250	-	1,552,250
	<b>Total (1)</b>	<b>4,830,000</b>	<b>1,089,000</b>	<b>-</b>	<b>5,919,000</b>
<b>2</b>	<b>Other Non Executive Directors</b>				
	Mr. Chandran Ratnaswami *	-	-	-	-
	Mr. Harsha Raghavan *	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>4,830,000</b>	<b>1,089,000</b>	<b>-</b>	<b>5,919,000</b>
	<b>Total Managerial Remuneration</b>	<b>4,830,000</b>	<b>1,089,000</b>	<b>-</b>	<b>5,919,000</b>
	Overall Ceiling as per the Companies Act, 2013	As per the provisions of the Companies Act, 2013			

\* Mr. Chandran Ratnaswami and Mr. Harsha Raghavan have waived off their entitlement to their share of Commission and sitting fees.

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTd

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				Total amount
		Debasis Nandy, Chief Financial Officer & President – Commercial (up to May 31, 2017)*	Mahesh Iyer, Chief Executive Officer	Amit Parekh, Company Secretary and Compliance Officer	Brijesh Modi, Chief Financial Officer (w.e.f. June 1, 2017)	
1	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,973,156	14,514,100	4,613,197	7,091,398	28,191,851
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	6,600	579,651	0	0	586,251
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0
2	Sweat Equity	0	0	0	0	0
3	Commission	0	0	0	0	0
	(i) As % of Profit					
	(ii) Others, specify					
4	Others					
	Performance Bonus	-	14,600,000	974,323	4,265,605	19,839,928
	<b>Total</b>	<b>1,979,756</b>	<b>29,693,751</b>	<b>5,587,520</b>	<b>11,357,003</b>	<b>48,618,030</b>
5	Stock Option Exercised	278497	250965	2666	0	

\*Mr. Debasis Nandy was Chief Financial Officer & President - Commercial of the Company upto May 31, 2017 thereafter was redesignated as President and Group Chief Financial Officer. Therefore, his remuneration details have been presented only for April, 2017 to May, 2017.

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (Under Companies Act, 2013):

There were no penalties, punishment or compounding of offences during the year ended March 31, 2018

### FOR AND ON BEHALF OF THE BOARD

**Madhavan Menon**  
Chairman & Managing Director  
DIN: 00008542

**Mahesh Iyer**  
Executive Director & Chief Executive Officer  
DIN: 07560302

Place: Mumbai  
Dated: May 29, 2018

**ANNEXURE 5 - COMPANIES WHICH HAVE BECAME/CEASED TO BE COMPANY'S SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013.**

**1. Companies/ Bodies Corporate which have become Subsidiaries during the financial year 2017-18:**

Sr. No.	Name of the Company
1.	Asian Trails Holdings Limited
2.	Kuoni Destination Management (Beijing) Limited
3.	Asian Trails Tours Limited
4.	Asian Trails Co. Limited
5.	AT Lao Co. Limited
6.	PT Asian Trails Limited
7.	Asian Trails SDN. BHD.
8.	Asian Trails (Vietnam) Co. Limited
9.	Asian Trails Limited
10.	Chang Som Limited
11.	Reem Tours and Travels LLC
12.	Gulf Dunes LLC
13.	Gulf Dunes Tourism LLC
14.	Desert Adventures Tourism LLC
15.	Muscat Desert Adventures Tourism LLC
16.	Desert Adventures Tourism Limited
17.	Kuoni Private Safaris (Pty) Limited
18.	Kuoni Private Safaris Namibia (Pty) Limited
19.	Private Safaris (East Africa) Limited
20.	Kuoni Australia Holdings Pty Limited
21.	Australian Tours Management Pty Limited
22.	Horizon Travel Services LLC
23.	TC Forex Services Limited (formerly known as Tata Capital Forex Limited)
24.	TC Travel and Services Limited
25.	Travel Circle International (Mauritius) Limited

**2. Companies/ Bodies Corporate which have become Associate Company during the financial year 2017-18:**

Sr. No.	Name of the Company
1.	TCI-GO Vacation India Private Limited
2.	Vedang Cellular Services Private Limited
3.	Conneqt Business Solutions Limited (formerly known as Tata Business Support Services Limited)
4.	Trimax Smart Infraprojects Private Limited
5.	Golden Star Facilities And Services Private Limited
6.	Master Staffing Solutions Private Limited
7.	Monster.Com (India) Private Limited
8.	MFX Chile SpA
9.	Monster.com SG Pte Limited
10.	Monster.com HK Limited
11.	Monster Malaysia Sdn Bhd
12.	Agency Pekerjaan Quess Recruit Sdn. Bhd.
13.	Quess Corp Vietnam Limited Liability Company
14.	Comtelink SDN. BHD.

**3. Companies/ Bodies Corporate which have ceased to be subsidiaries and have become Associate Company during the financial year 2017-18:**

Sr. No.	Name of the Company
1.	Quess Corp Limited
2.	Aravon Services Private Limited
3.	Coachieve Solutions Private Limited
4.	CentreQ Business Services Private Limited
5.	Dependo Logistics Solutions Private Limited
6.	Excelus Learning Solutions Private Limited
7.	Inticore VJP Advanced Systems Private Limited
8.	MFX Infotech Private Limited
9.	Ikya Business Services Private Limited (under liquidation)
10.	Quesscorp Holdings Pte. Limited
11.	Quess (Philippines) Corp
12.	Quess Corp (USA) Inc.
13.	Brainhunter Systems Limited
14.	Brainhunter Companies LLC
15.	Mindwire Systems Limited
16.	Comtel Solutions Pte. Limited
17.	Comtel Pro Pte. Limited
18.	MFXchange Holdings Inc.
19.	MFXchange(USA), Inc.
20.	Quess Corp Lanka (Private) Limited (formerly known as Randstad Lanka (Private) Limited)
21.	Quessglobal (Malaysia) Sdn. Bhd.

**4. Companies/ Bodies Corporate which have ceased to be subsidiaries during the financial year 2017-18:**

Sr. No.	Name of the Company
1.	MFX change (Ireland) Limited
2.	Distant Frontiers Tours Private Limited
3.	SITA Beach Resorts Private Limited
4.	SITA Destination Management Private Limited
5.	SITA Holidays (India) Private Limited
6.	SITA Holidays Resorts Private Limited
7.	SITA Incoming (India) Private Limited
8.	Horizon Travel Holdings (Singapore) Private Limited

**FOR AND ON BEHALF OF THE BOARD**

**Madhavan Menon**  
Chairman & Managing Director  
DIN: 00008542

**Mahesh Iyer**  
Executive Director & Chief Executive Officer  
DIN: 07560302

Place: Mumbai  
Dated: May 29, 2018



## ANNEXURE 6: PARTICULARS OF DIRECTORS AND EMPLOYEES

Disclosure with respect to the remuneration of Directors and Employees as required under Section 197 of the Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, are as follows:

- (a) Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18:

Names of Directors	Designation	Ratio to median remuneration
Mr. Madhavan Menon	Chairman and Managing Director	114.54
Mr. Chandran Ratnaswami <sup>#</sup>	Non Executive Director	-
Mr. Harsha Raghavan <sup>#</sup>	Non Executive Director	-
Mrs. Kishori Udeshi	Non Executive Independent Director	3.42
Mr. Pravir Kumar Vohra	Non Executive Independent Director	4.13
Mr. Nilesh Vikamsey	Non Executive Independent Director	2.02
Mr. Sunil Mathur	Non Executive Independent Director	3.40

<sup>#</sup>Mr. Chandran Ratnaswami and Mr. Harsha Raghavan waived their entitlement to their share of commission and sitting fees

- (b) Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2017-18 vis-a-vis the previous financial period 2016-17:

Director, Chief Financial Officer, Chief Executive Officer and Company Secretary	Designation	% increase in remuneration in financial year
Mr. Madhavan Menon	Chairman and Managing Director	7.97
Mr. Chandran Ratnaswami	Non-Executive Director	-
Mr. Harsha Raghavan	Non-Executive Director	-
Mrs. Kishori Udeshi <sup>^</sup>	Non-Executive Independent Director	88.22
Mr. Pravir Kumar Vohra <sup>^</sup>	Non-Executive Independent Director	185.19
Mr. Nilesh Vikamsey <sup>^</sup>	Non Executive Independent Director	41.88
Mr. Sunil Mathur <sup>^</sup>	Non Executive Independent Director	154.47
Mr. Debasis Nandy <sup>*</sup>	Chief Financial Officer & President – Commercial	N.A.
Mr. Mahesh Iyer <sup>#</sup>	Chief Executive Officer	N.A.
Mr. Amit J. Parekh	Company Secretary and Compliance Officer	22.89
Mr. Brijesh Modi <sup>+</sup>	Chief Financial Officer	N.A.

<sup>^</sup>The increase in remuneration is on account of the following:

- higher number of Board/Committee(s) meetings held in FY 2017-18 as compared to FY 2016-17; and
- commission payable for FY 2017-18 as compared to no commission paid for FY 2016-17

<sup>#</sup>Percentage increase in remuneration is not reported for Mr. Mahesh Iyer as he was holding office of Chief Executive Officer only for part of the financial year 2016-17 and hence not comparable.

<sup>\*</sup>Percentage increase in remuneration is not reported for Mr. Debasis Nandy and Mr. Brijesh Modi as they were holding office of Chief Financial Officer & President Commercial and Chief Financial Officer respectively only for part of the financial year 2017-18 and hence not comparable.

- (c) Percentage increase in the median remuneration of employees in the financial year 2017-18: 9.6%
- (d) Number of permanent employees on the rolls of Company: 2422
- (e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  
During the financial year, average increase in salaries of employees was 10.2% and average increase in managerial salaries was 8.2%. This was based on recommendation of the Nomination & Remuneration Committee as per industry benchmark.
- f) Affirmation that the remuneration is as per the remuneration policy of the Company:  
The Company affirms that the remuneration is as per the Nomination cum Remuneration Policy of the Company.

### FOR AND ON BEHALF OF THE BOARD

**Madhavan Menon**

Chairman & Managing Director  
DIN: 00008542

**Mahesh Iyer**

Executive Director & Chief Executive Officer  
DIN: 07560302

Place: Mumbai  
Dated: May 29, 2018

## ANNEXURE – 7

### DIVIDEND DISTRIBUTION POLICY OF THOMAS COOK (INDIA) LIMITED

The Board of Directors (the "Board") of Thomas Cook (India) Limited (the "Company") has adopted the Dividend Distribution Policy (the "Policy") of the Company as required in terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") in its meeting held on October 26, 2016.

#### 1. EFFECTIVE DATE

The Policy shall become effective from the date of its adoption by the Board i.e. October 26, 2016.

#### 2. PURPOSE, OBJECTIVES AND SCOPE

The Securities and Exchange Board of India ("SEBI") vide its Notification dated July 08, 2016 has amended the Listing Regulations by inserting Regulation 43A in order to make it mandatory to have a Dividend Distribution Policy in place by the top five hundred listed companies based on their market capitalisation calculated as on the 31<sup>st</sup> day of March of every year. Considering the provisions of the aforesaid Regulation 43A, the Board of Directors (the "Board") of the Company recognises the need to lay down a broad framework for considering decisions by the Board of the Company, with regard to distribution of dividend to its shareholders and/ or retaining or plough back of its profits. The Policy also sets out the circumstances and different factors for consideration by the Board at the time of taking such decisions of distribution or of retention of profits, in the interest of providing transparency to the shareholders.

The Policy is not an alternative to the decision of the Board for recommending dividend, which is made every year after taking into consideration all the relevant circumstances enumerated hereunder or other factors as may be decided as relevant by the Board.

Declaration of dividend on the basis of parameters in addition to the elements of this Policy or resulting in amendment of any element or the Policy will be regarded as deviation. Any such deviation on elements of this Policy in extraordinary circumstances, when deemed necessary in the interests of the Company, along with the rationale will be disclosed in the Annual Report by the Board of Directors.

The Policy shall not apply to:

- Determination and declaring dividend on preference shares as the same will be as per the terms of issue approved by the shareholders;
- Distribution of dividend in kind, i.e. by issue of fully or partly paid bonus shares or other securities, subject to applicable law;
- Distribution of cash as an alternative to payment of dividend by way of buyback of equity shares.

#### 3. GENERAL POLICY OF THE COMPANY AS REGARDS DIVIDEND

The general considerations of the Company for taking decisions with regard to dividend payout or retention of profits shall be as following-

1. Subject to the considerations as provided in the Policy, the Board shall determine the dividend payout in a particular year after taking into consideration the operating and financial performance of the Company, the advice of executive management including the CFO, and other relevant factors.
2. The Board may also, where appropriate, aim at distributing dividends in kind, subject to applicable law, in form of fully or partly paid shares or other securities.

#### 4. CONSIDERATIONS RELEVANT FOR DECISION OF DIVIDEND PAY-OUT

The Board shall consider the following, while taking decisions of a dividend payout during a particular year-

##### Statutory requirements

The Company shall observe the relevant statutory requirements including those with respect to mandatory transfer of a certain portion of profits to any specific reserve such as Debenture Redemption Reserve, Capital Redemption Reserve etc. as provided in the Companies Act, 2013, which may be applicable to the Company at the time of taking decision with regard to dividend declaration or retention of profit.

##### Agreements with lending institutions/ Debenture Trustees

The decision of dividend pay-out shall also be affected by the restrictions and covenants contained in the agreements as may be entered into with the lenders of the Company from time to time.

##### Proposals for major capital expenditures etc.

In addition to plough back of earnings on account of depreciation, the Board may also take into consideration the need for replacement of capital assets, expansion and modernisation or augmentation of capital stock, including any major capital expenditure proposals.

##### Expectations of major stakeholders, including small shareholders

The Board, while considering the decision of dividend pay-out or retention of a certain amount or entire profits of the Company, shall, as far as possible, consider the expectations of the major stakeholders including the small shareholders of the Company who generally expects for a regular dividend payout.

#### 5. FACTORS THAT MAY AFFECT DIVIDEND PAYOUT

##### External Factors

##### Taxation and other regulatory concern

Dividend distribution tax or any tax deduction at source as required by applicable tax regulations in India, as may be applicable at the time of declaration of dividend.

Any restrictions on payment of dividends by virtue of any regulation as may be applicable to the Company at the time of declaration of dividend.

### Product/ market expansion plan

The Company's growth oriented decision to conserve cash in the Company for future expansion plan impacts shareholders expectation for the long run which shall have to be considered by the Board before taking dividend decision.

### Macroeconomic conditions

Considering the state of economy in the Country, the policy decisions that may be formulated by the Government and other similar conditions prevailing in the international market which may have a bearing on or affect the business of the Company, the management may consider retaining a larger part of the profits to have sufficient reserves to absorb unforeseen circumstances.

### Internal Factors

#### Past performance/ reputation of the Company

The trend of the performance/ reputation of the Company that has been during the past years determine the expectation of the shareholders.

#### Working capital management in the Company

The current working capital management system within the Company also impacts the decision of dividend declaration.

## 6. CIRCUMSTANCES UNDER WHICH DIVIDEND PAYOUT MAY OR MAY NOT BE EXPECTED

The Board shall consider the factors provided above Para 4, before determination of any dividend payout after analysing the prospective opportunities and threats, viability of the options of dividend payout or retention etc. The decision of dividend payout shall, majorly be based on the aforesaid factors considering the balanced interest of the shareholders and the Company.

## 7. MANNER OF DIVIDEND PAYOUT

The discussion below is a summary of the process of declaration and payment of dividends, and is subject to applicable regulations:

### In case of final dividends

1. Recommendation, if any, shall be done by the Board, usually in the Board meeting that considers and approves the annual financial statements, subject to approval of the shareholders of the Company.
2. The dividend as recommended by the Board shall be approved/declared at the annual general meeting of the Company.
3. The payment of dividends shall be made within 30 days from the date of declaration to the shareholders entitled to receive the dividend on the record date/ book closure period as per the applicable law.

### In case of interim dividend

1. Interim dividend, if any, shall be declared by the Board.
2. Before declaring interim dividend, the Board shall consider the financial position of the Company that allows the payment of such dividend.
3. The payment of dividends shall be made within 30 days from the date of declaration to the shareholders entitled to receive the dividend on the record date as per the applicable laws.
4. In case no final dividend is declared, interim dividend paid during the year, if any, will be regarded as final dividend in the annual general meeting.

## 8. MANNER OF UTILISATION OF RETAINED EARNINGS

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The decision of utilisation of the retained earnings of the Company shall be based on the following factors:

Market expansion plan:

- Product expansion plan;
- Increase in production capacity;
- Modernisation plan;
- Diversification of business;
- Long term strategic plans;
- Replacement of capital assets;
- Where the cost of debt is expensive;
- Other such criteria as the Board may deem fit from time to time.

## 9. AMENDMENT

To the extent any modification/amendment, if required, the Managing Director or Group Head – Legal, Secretarial and Administration or Company Secretary and Compliance officer of the Company are severally authorised to review and amend the Policy, to such extent required. Such amendments and Policy shall be placed before the Board for noting.

### FOR AND ON BEHALF OF THE BOARD

**Madhavan Menon**  
Chairman & Managing  
Director  
DIN: 00008542

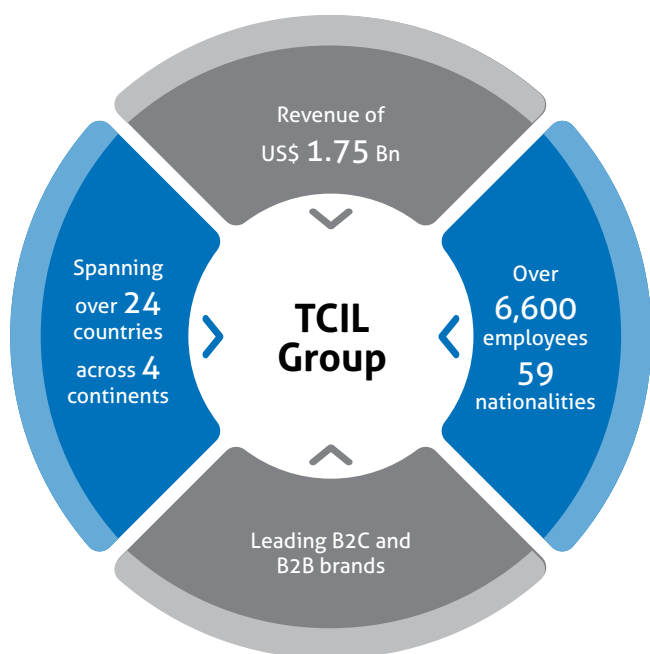
**Mahesh Iyer**  
Executive Director  
& Chief Executive Officer  
DIN: 07560302

Mumbai,  
Dated: May 29, 2018

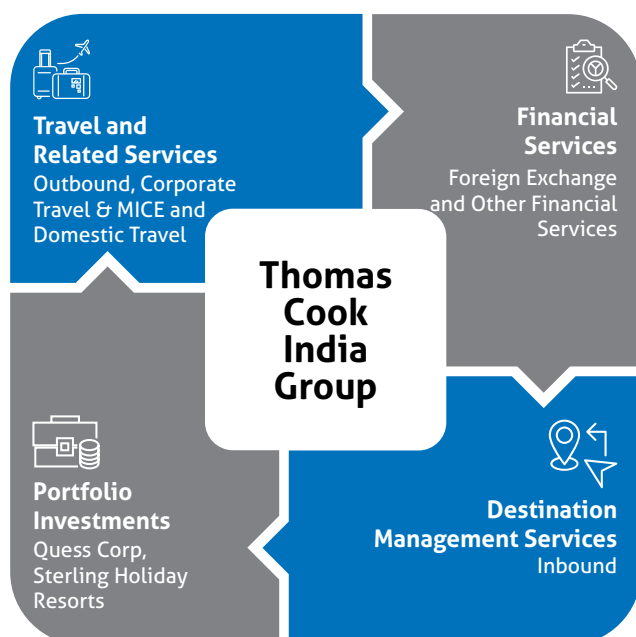
# Management Discussion and Analysis

## COMPANY OVERVIEW

Thomas Cook (India) Limited is the leading integrated travel and travel related financial services Company in the country offering a broad spectrum of services that include Foreign Exchange, Corporate Travel, MICE, Leisure Travel, Insurance, Visa & Passport services and e-Business.



The Group is streamlined into four verticals:



Thomas Cook (India) Limited including its group companies (Thomas Cook India Group) today spans 24 countries across 4 continents, with a team of over 6,600 and 59 nationalities, a combined revenue in excess of Rs. 114.12 Bn (over \$ 1.75 Bn), and operates leading B2C and B2B brands including Thomas Cook, SOTC, TCI, SITA, Asian Trails, Allied T Pro, ATM, Desert Adventures, Kuoni 勝景遊, Private Safaris. The Group is today one of the largest travel service provider networks headquartered in the Asia-Pacific region.

## TRAVEL SERVICES

The Group's Travel portfolio caters to a diverse spectrum of travel segments i.e., Outbound, Corporate Travel, MICE and Domestic Travel.

### Leisure Travel (Outbound)

In the Leisure Outbound business, the Company curates holidays for a range of Indian travellers: from families, couples, women travellers, students, young digital savvy consumers and the emerging B-Leisure (business and leisure) segment. The Company has launched several innovative products, including Theme Park Tours (to appeal to children), regional tours (Albelu, Avismarniya and Aavo Mari Sathe series, etc. to leverage the high potential regional and Tier II & III markets), Millennials and Simply Series targeting online customers; City Breaks targeting the viable B-Leisure segment and Hello Series, mono-destination Group Tours. Travel Quest, our study tour vertical continued to be one of our success stories, having managed tours for over 2,700 students in FY 2017-18.

The Group has leveraged technology to meet the growing demands of the new age traveller with the launch of:

1. Voyager, a unique technology platform with comparative rates (across over 600,000 hotels, sightseeing attractions, transportation options and 450 airlines, worldwide) to equip our sales force build instant customised holidays – bookable on the go.
2. A dedicated Holidays App with a Customer Self Service functionality that empowers customers with the ability to track their holiday bookings and visa applications, balance payments, request for changes and more.
3. Tejas, a unique sales analytics programme to improve efficiencies in marketing and sales conversions and ROI.

The Grand India Holiday Sale (a 10-day intense campaign timed to coincide with the peak booking window of both summer vacations and festive seasons), coupled with the Grand India Holiday Carnival (strategic weekend consumer activations) continued to be strong growth drivers for the business. To catalyse demand Corporate Roadshows, mall and park activations and personalised customer events were also undertaken.

Your Company partnered with 45 Trade Partners including Tourism Boards and introduced new destinations to the India market including Croatia, Portugal, Poland and North France during the year.

SOTC has been the pioneer in the organised outbound leisure segment, and its range includes escorted group tours, customised holidays and luxury holidays. SOTC was the first to introduce the

concept of one day road shows, Holiday Bazaars, that promote holidays. Recognising the importance of language markets, SOTC also pioneered tours conducted in Marathi and Gujarati under the SOTC brand extensions: SOTC Brahman Mandal and SOTC Gurjar Vishwadarshan. Perfect Moments – a luxury travel coffee table book was launched to redefine luxury travel for connoisseurs.

In a consumer centric initiative, SOTC has introduced Co-created Holidays, where the Company collaborates with customers to jointly curate holidays that enhance and deliver an enriching experience.

SOTC's Easy Series, 125 online predefined customised packages, were launched to provide cost advantages of group tours with the flexibility of its customised packages. The destinations cover Thailand, Singapore, Mauritius, Dubai, Hong Kong, Bali, Spain, South Africa and Sri Lanka.

To target India's value seeker travellers, the Company launched GST Free Holidays and the Super Holiday Sale.

Innovative products curated included experiential tours with value pricing like Great Rail Journeys and Self Drive Holidays.

SOTC's consumer outreach incorporated a series of Summer Road Shows, across locations, Pan India.

TC Tours Limited (earlier known as Thomas Cook Tours Limited) is a wholly owned subsidiary of the Company and offers air ticketing, hotels, domestic tours and allied services to Thomas Cook (India) Limited's (TCIL's) diverse business lines including Leisure, Business Travel and MICE.

The Company completed the acquisition of TC Travel and Services Limited ('TC Travel'). TC Travel offers a wide range of services including airline ticketing, hotel accommodation, visa and passport facilitation, travel insurance etc.

The Group's Hong Kong entity, Travel Circle International Limited (Kuoni 勝景遊), is a leading tour operator in Hong Kong, focussing on the premium segment of all-inclusive group tours, long-haul leisure travel and business travels. The Company has a strong presence in B2C segment through its retail stores, call centre and website. During 2017, the Company further consolidated its leading premium position in the Hong Kong market by enhancement of its unique services and product differentiation. Despite setbacks due to terrorist attacks in Central Europe and US, the Company capitalised on the rising demand and resurgence of European markets, particularly Eastern Europe, Spain and Portugal, Balkans and mono Switzerland and Russia.

The Group's Mauritius subsidiary, Thomas Cook (Mauritius) Holidays Limited, focussed on outbound tours to major Asian/European markets, unique destination markets. During the year, the Company has initiated new revenue streams through air ticketing and excursion sales.

#### Leisure Travel (Domestic)

The Company's Domestic Travel business extends across group tours, personalised holidays and luxury programmes (Indian Indulgence). Regional products were developed to target India's Tier II & III markets with departures from 10 hubs; and launched via advertisements in local languages.

Unique products like Active holidays and Honeymoon packages were created to capture new segments across India's young working professionals/millennial segments. The Government's focus on the pilgrimage sector, via the PRASAD programme, was leveraged to launch the Company's Religious Tours – Ramayana Trails, Kailash Manasarovar Yatra and Char Dham.

The Company partnered with Sterling Holiday Resorts to create unique holiday packages to jointly expand the market.

The Company's focus on destinations like Andaman, Ladakh, Bhutan, North East and Gujarat, resulted in a significant increase for the business.

Based on customer demand, your Company launched charters for Bhutan which witnessed strong growth.

Several social media campaigns including #dilmeradesi, were deployed to catalyse demand; also a YouTube North East India destination video to change perceptions and build positivity for the region.

Strategic alliances with key banks offered customers special discounts and cash back offers on their credit and debit cards.

The Company was the recipient of Excellence in Domestic Tour Operations at SATTE Awards 2018.

To cater to the growing demand of spiritual tourism in the country, SOTC had recently launched Darshans, India's first online portal for religious ceremonies with a selection of over 40 specially designed religious and spiritual experiences across 60 destinations in India.

#### Corporate Travel

The Corporate Travel division manages the travel requirements of business travellers across multinational companies, Indian corporate houses and the SME segment.

To cater to the specific needs of our corporate clients, Thomas Cook India and SOTC launched an in-house custom-built App called iBook, a tool for corporate clients where multiple profiles, invoicing and credit limits can be managed seamlessly.

Click2Book, a web-based self-booking tool provides a comprehensive suite of online services across flights, hotels, cars, visas, foreign exchange and travel insurance. With strong adoption by our business customers, Click2Book currently contributes to over 30% of our corporate travel business.

The Company also launched a Corporate Travel app with travel, expense management and self service capabilities.

SOTC's business travel vertical launched the new Sabre Workspace that offers features like a fare quotation app, pre and post fare optimiser, automated exchange, Sabre Travel Security and UETTR (Unused Electronic Ticketing and Reporting).

#### MICE (Meetings, Incentives, Conferences and Events)

MICE business saw growth driven by rising demand for new destinations and experiential offerings. Despite challenges including intense competition in the sector and stringent visa policies for



certain destinations, the MICE business registered growth. Its focus on the domestic MICE market, corporate relationships and foray into new source markets resulted in growth for the business.

The Company introduced new destinations like Iceland, Azerbaijan, Kazakhstan and Kyrgyzstan.

SOTC's MICE Business has shown a robust growth in profitability over last year. Introducing new MICE destinations, building and maintaining brand loyalty and enhancing on-ground experiences have led to the growth in profitability despite GST related challenges.

### Visa and Passport Services

Drawing from its expertise and knowledge within the visa services domain, the Company caters to a wide range of customers including corporate, holiday and walk-in customers. Innovative services offered included mobile biometrics for groups and VIP clients. The Visa business has enhanced its Online Visa services via the Company's portal and call centre (the first online visa application platform in India with comprehensive visa solutions – visa requirements per destination, downloadable visa forms, consulate contact details, processing time and visa costs) which has added to customer convenience and hence growth of the standalone visa business.

The team also offers ancillary transactions: Attestations, Legalisation, Apostille, Translation, Notarisation of Documents, Foreigners Regional Registration Office (FRRO) registration/visa extension/exit permit, procurement of People of Indian Origin (PIO) / Overseas Citizen of India (OCI) cards etc.

### E-Business

The Company is focussed on leveraging the rapid growth of India's digital natives and offers an online portfolio across domestic and international holidays, Foreign Exchange, Visa, Flights, Hotels and Travel Insurance. E-Business currently accounts for over 25% of the Company's package holiday sales and 30% of its visa transactions. SOTC's nascent e-Business has grown and now contributes around 10% of the overall sales.

The e-Business Team is focussed on real-time, data-driven personalised conversations towards improved efficiencies, ROI and customer experience.

An advanced web technology platform Astra was deployed across thomascok.in and sotc.in. Astra offers enhanced features and functionalities like WhatsApp-share, compare package feature, map view navigation, etc.

Pure – a range of exclusive domestic online products were launched offering end-to-end online transactions. The initiative was aimed at maximising the online booking potential of Indian travellers and reducing costs.

SOTC's Easy Series – a range of 125 online predefined customised packages were launched that incorporated cost advantages of its group tours across key destinations for both, India and international. A unique Live Rate Ticker feature was launched to drive online Foreign Exchange transactions; also a dedicated Remittances section was included to harness the significant opportunity of the segment.

To focus on its online channel, SOTC expanded its Call Centre strength across Mumbai, Noida and Shimla.

The online platform of SOTC features packages for a clientele with a healthy mix from millennial to senior citizens.

## FINANCIAL SERVICES

The Group's financial services include foreign exchange services, travel related insurance and other value added services.

### Foreign Exchange

TCIL is a leader in the non-bank foreign exchange sector and the first non-banking institution to have been granted an AD-II licence by the Reserve Bank of India. The Company handles around 1.2 Mn transactions annually and is one of the largest exporters of bank notes globally. The Company's strong distribution network encompasses a network of retail outlets in 166 locations and 30 airport counters in India, Sri Lanka and Mauritius.

The Foreign Exchange product and services portfolio includes:

- Wholesale and retail purchase and sale of currency notes in 26 currencies
- Purchase of foreign currency denominated travellers cheques
- Thomas Cook Borderless Prepaid Multicurrency Travel Card – with 9 currencies
- Foreign currency pay orders in 8 currencies
- Outward remittance in 120 currencies
- MoneyGram branded Inward Money transfer (person-to-person money transfer service), Xpress Money branded Inward Money transfer, Western Union branded Inward Money transfer.

Your Company's multi-currency Borderless Prepaid Card witnessed strong growth with loads of USD 372.52 Mn during the financial year, an average monthly load of USD 31.04 Mn and over 425,000 cards sold since launch. The total load volume stands at USD 1,517.63 Mn.

The Reserve Bank of India had granted SOTC a Full Fledged Money Changer (FFMC) license in February, 2018. This will help widen its product offering enabling customers buy foreign exchange from SOTC's outlets in Mumbai and Delhi.

The Group's Mauritius subsidiary Thomas Cook (Mauritius) Operations Company Limited, witnessed significant uptake in USD sale and money transfer business, resulting in overall business growth.

Thomas Cook Lanka (Private) Limited, the Company's Sri Lankan subsidiary offers foreign exchange services in Sri Lanka through its presence at Bandaranayke International Airport, Colombo and branches in Colombo, Kandy and Galle.

The Company completed the acquisition of TC Forex Services Limited (formerly known as Tata Capital Forex Limited). TC Forex offers travel related foreign exchange products including Currency notes, Travel Cards and Travellers cheques.

### Value Added Services (VAS)

The Group's Centre of Learning is designed to proactively create and facilitate talent and to grow, harness and nurture the skill sets required for the Tourism and Travel Industry. Centre of Learning

serves as a guide and mentor to the travel industry via several forums, industry meets and associated education programs like: Certificate Course in World Tour Management, Advance Diploma in Travel and Tourism Management, International Air Transport Association – Foundation/ Consultant Course, Travel Professional Program – A Post Graduate Diploma in Travel and Tourism Management. Over 350 students were certified by the Centre for various programs during FY 2017-18.

The Company, via its Value Added Team, offers a wide range of services including:

- Overseas and Domestic Travel insurance
- Gift cards
- Passport protection services
- Roaming Voice and Data solutions

The VAS Team actively engages with businesses by means of regular training programmes to offer the appropriate products/ services to their customers.

### DESTINATION MANAGEMENT SERVICES (INBOUND)

The Group's inbound business is managed by Travel Corporation (India) Limited (TCI) which is the country's largest Inbound travel and tourism company for the last 57 years. Maintaining its position as the market leader, TCI with its extensive local know-how and expertise keeps reinventing itself with unique and creative products. The Company handles clients into India, Nepal, and Bhutan.

Spearheaded by TCI's specialist brands, Sita, TCI and Distant Frontiers, the Company realises the importance of experiential travel based on principles of Responsible Tourism, Social Consciousness, Environmental Concerns and Unique Cultural Experiences that bring diverse communities together and increase understanding, making these elements the core of its travel experience.

Luxe Asia (Private) Limited (Luxe Asia), based in Sri Lanka, is a wholly owned subsidiary of Thomas Cook Lanka (Private) Limited. Luxe Asia is focussed primarily on inbound tourism from key global markets and services both tour operator and traveller segments across 10 destinations in the Indian Ocean Region and Asia.

The Groups JV Company TCI-Go Vacation India Pvt. Ltd. is a dynamic Destination Management Company offering tailor-made travel and related services to India, each supported by dedicated market teams with experienced professionals across 20 offices. The Company endeavours to be a world class player in the travel industry, through commitment to quality, personalised service, professionalism and innovation.

The Group acquired Kuoni's Destination Management Specialist businesses in 17 countries, with key global brands of Asian Trails (APAC), Allied T Pro (North America), Desert Adventures (MENA), ATM (Australia) and Private Safaris (across Southern and Eastern Africa regions). The acquisitions have significantly expanded the global footprint of the Company to 24 countries and 4 continents and enabled greater synergies and growth opportunities across the Company's travel businesses.

## PORTFOLIO INVESTMENTS

### Quess Corp Limited (Quess)

Quess Corp Limited is India's leading business services provider. Quess excels in helping large and emerging companies manage their non-core activities by leveraging its integrated service offerings across industries and geographies which provides significant operational efficiencies to its clients. Quess has a team of over 261,700 employees across India, North America, South America, South East Asia and the Middle East across segments such as Industrials, Facility Management, People Services, Technology Solutions and Internet Business. Quess serves over 1,700+ clients worldwide. Established in 2007, Quess is headquartered in Bengaluru, India.

During the year, Thomas Cook (India) Limited (TCIL) has diluted 5.42% of its stake in Quess pursuant to which its shareholding in Quess reduced. Presently, TCIL holds 49.02% stake in Quess, which makes it an Associate of the Company.

### Sterling Holiday Resorts Limited

Sterling Holiday Resorts Limited (Sterling Holiday) is a leading holiday lifestyle company in India and the pioneer of Vacation Ownership in India, with a current inventory of 2177 rooms spread across 33 resorts. Sterling Holiday Resorts Limited acquired 'Nature Trails Resorts Private Limited' – an adventure holiday company that operates resorts at four unique destinations in Maharashtra

- Average down payment for vacation ownership products is at 30% during the year.
- Occupancies grew from 63% in FY 2016-17 to 64% in FY 2017-18 on an increased available room base. (Member room nights increased by 6% and non-member room nights increased by 12%)
- Sterling Holidays completed its Green field Project at Wayanad (61 rooms) and is operational from October 2017; also opened a new resort at Kanha (25 rooms) in Madhya Pradesh in October 2017.

The Company has completed refurbishment of all its own resorts and they are now best in class.

In December 2017, Sterling re-launched its brand with the brand essence, Joy of Discovery, along with a new tag line Holiday Differently.

The Group undertook an extensive restructuring exercise, including a series of initiatives across business lines and subsidiaries. These long term measures are key components of the Group's plan to focus on sustainable long term growth.

### Acquisitions in FY 2017-18

The Company remained focussed on inorganic growth to strengthen the portfolio and expand its reach. During the FY 2017-18, the Company, through itself and its subsidiaries, made certain strategic acquisitions, to further strengthen the Group's leadership position in the Travel and Foreign Exchange sector in the country.

For further details on these acquisitions, please refer to the relevant section in the Directors' Report.

## Alliances

In an initiative to deliver value and inspire consumer loyalty, the Company launched a travel reward programme during the last quarter of FY 2017-18. Rewards to its loyal customers via partner brands (Croma, Delsey, Jack n Jones, Swiggy, etc.,) is aimed at building salience and customer engagement.

Our campaigns across our Leisure, Foreign Exchange and Visa businesses also incorporated brands like OYO, Tresmode, Shoppers Stop, Swiss Eagle, etc., which helped us build momentum and create buzz for the products we offer.

## Technology

The Company aims to strengthen its leadership position, led by continued focus and investments in technology and innovation in all businesses and operations across segments and geographies. To achieve a seamless customer interface, increase engagement, connect with remote users and enhance efficiencies, the Company has launched the following business applications/platforms:

- Integrated customer self service module in the Thomas Cook Holidays and Forex Apps.
- App for prepaid foreign exchange card customers.
- iLead app for holiday sales agents.
- Dynamic FIT package building platform – Voyager
- Custom-built App iBook for corporate customers.
- Tejas – an analytics programme – to improve marketing and sales efficiencies across Thomas Cook India and SOTC
- Astra an advanced web technology platform which offers enhanced features and functionalities
- Expense Management and Vendor Payment platforms to enhance efficiencies.
- SOTC became the first holiday company to launch a post booking customer app Engage, empowering customers with track real time status of their bookings, etc., to seamlessly manage their holidays.
- SOTC also implemented OCR (Optical Character Recognition) Solution for passport scanning.

## Fund Management

Maximisation of free cash for growth has been a focus area for the Company. During the year, various initiatives have been undertaken including opening additional virtual accounts, launch of UPI and introduction of automated payment system. The Company continued its focus on working capital management by usage of cards for payment to vendors and airlines and other methods to reduce the working capital. On-going negotiations with parties helped to reduce various charges. Efficient use of OFS funds received is expected to generate an annual income of Rs. 360 Mn.

In recognition of its efforts, The Company has been conferred with the prestigious "Best Cash Management Solution – India" in "The Asset Triple A Treasury, Trade, Supply Chain and Risk Management Awards 2018" as the "Highly Commended Winner" of the best SWIFT solution award 2017 for Thomas Cook India.

## Customer Experience

The Group's consumer-centric approach drives its business strategy. Accordingly, it has led with measures to drive better service quality and customer care with a dedicated SQ team, well defined processes and controls viz., complaint resolution management with faster TAT, escalation matrix, mystery audits etc. To further enhance customer care and engagement, the Company has undertaken various initiatives like proactive Online Reputation Management, besides CSAT, NPS Surveys and CRM tools for enhanced analysis of feedback and complaints.

Your Company also has just begun a customer experience project Udaan aimed at significantly increasing the customer engagement and loyalty.

## Human Resources

Sustainable, profitable growth can only be achieved in an organisation that focusses on a performance-culture and where employees are engaged and empowered to be the best they can be. With focus on building an organisation of value, ensured that the Company is lean, agile and competitive in this environment where quality resources are scarce.

The Company continues to nurture talent through TCETP (Thomas Cook Executive Trainee Programme) so as to create a Talent Pipeline at various levels in junior and middle management. We continue to be an Employer of Choice among students at the various campuses that we hire from.

The Company continues to focus on Leadership Development and focusses on middle and senior level Key Talent, by conducting Management Development Programmes (MDPs) for enhancing managerial effectiveness. The intense MDP sessions have proved to be a strong input for development of middle and senior management teams and have brought more focus into succession planning across all positions at the Executive Committee level.

By promoting talent from within, the Company ensures that employees get larger responsibilities early in their careers and are able to hone their leadership skills.

The employee strength for the Company for the period ended March 31, 2018 was 2421 excluding those employed in your Company's 100% subsidiaries in India, Mauritius and Sri Lanka, SOTC and Sterling.

The Company continues to invest in its biggest asset – 'Our People', and that it will build on this strength to cater to the dynamic needs of its customers.

## Remuneration Policy and Performance Criteria

The Nomination & Remuneration Committee determines and recommends to the Board, the compensation of the Directors and employees.

The shareholders approve the compensation of the entire period of the Executive Directors' term. The compensation payable to each of the Independent Non-Executive Directors is limited to a fixed percentage of profits per year as recommended by the Nomination & Remuneration Committee, subject to necessary approvals, where required.

The Company's HR Teams were recognised as the Working Mother and AVTAR 100 Best Companies for Women in India 2017.

## Corporate Social Responsibility (CSR) in Partnership with the Fairfax India Charitable Foundation

Your Company was instrumental in setting up the Fairfax India Charitable Foundation (FICF) and has embarked on a Dialysis Initiative aimed at enhancing sustainable, affordable dialysis access in remote areas of the country, as part of its CSR objectives.

FICF is now proud to be associated with the Pradhan Mantri National Dialysis Programme (PMNDP) under a Public Private Partnership (PPP) scheme.

Under PMNDP, FICF has, as of March 31, 2018, donated 90 dialysis machines across Nagaland, Arunachal Pradesh, Odisha, Jammu and Kashmir and Chhattisgarh.

Going forward, FICF is committed to installing 1000 dialysis machines across 200+ dialysis centres, together capable of offering 9,00,000+ dialysis annually.

These will be focused on serving India's poor and located in remote areas, with no/limited dialysis infrastructure.

The Company believes that the "Ayushman Bharath" scheme covers the area of dialysis and facilitates greater penetration for these dialysis centres.

## FINANCIAL PERFORMANCE

### Thomas Cook (India) Limited and its Subsidiaries:

On a Consolidated basis, your Company posted Profit/(Loss) before tax of Rs. 60,908.4 Mn (previous period Rs. 1,986.1 Mn).

- Total Income from operation increase of 28% to Rs. 112,483.4 Mn from Rs. 87,624.2 Mn
- Profit After Tax posted: Rs. 61,313.9 Mn (previous period Rs. 861.0 Mn).

On a standalone basis, the Profit / (Loss) before tax stood at Rs. 5,384.1 Mn (previous period Rs. (54.3) Mn)

- Total Income increase of 11% to Rs. 19,032.2 Mn from Rs. 17,142.4 Mn
- Profit / (Loss) After Tax posted was Rs. 5,314.3 Mn (previous period Rs. (83.6) Mn).

## RISK MANAGEMENT

Risk assessment and management are critical to ensure long term sustainability of the business. The Company has in place a strong risk management framework with regular appraisal by top management. Enlisted below are the key risks identified by management and mitigation measures.

- **Economic Risk:** The business of the Company is closely associated with the macro environment that impacts the consumers' spending power.

**Mitigation Measures:** To minimise the impact of the systemic risk arising from macro-economic slowdown, the Company has ventured into diversified business segments other than leisure travel and business travel, like student travels, foreign currency exchanges, DMS, People and Staffing solutions, IT

solutions etc., which would help to mitigate the risk arising from macro-economic slowdown, to some extent.

- **Credit Risk:** As the Company deals with a wide range of corporates and channel partners, it is exposed to credit risk. Any default or delay in payments may adversely affect the Company's financials.

**Mitigation Measures:** The Company's well-defined, balanced and comprehensive client policy drives all contracts and business dealings in addition to the finance team's evaluation of financial capabilities of big clients and channel partners.

- **Forex risks:** Being exposed to a significant number of geographies, the Company deals in a number of currencies and runs the risk of unfavourable movement in any currency leading to financial losses.

**Mitigation Measures:** The Company has a stringent hedging policy to manage forex risks. The Company keeps a close watch on all currency movements and enters hedging contracts to protect margins.

- **Competition risks:** The Company is a premium brand in all the categories across geographies and competes with local players. Due to stiff competition and pricing wars, the Company's operating margins can be adversely impacted.

**Mitigation Measures:** The Company's leadership presence in most markets helps to derive competitive advantages while our pricing strategy is based on healthy targeted margins.

- **Integration risks:** The Company's investment in diversified businesses in divergent geographies requires harmonious integration of people, assets, processes and systems. Any deficiency in the integration process may impact the Company's growth prospects.

**Mitigation Measures:** The Company's promoters and senior management have successful track records in managing acquisitions and integrations. Further, the Company has recently streamlined business segments into four verticals for greater focus and agility in business operations.

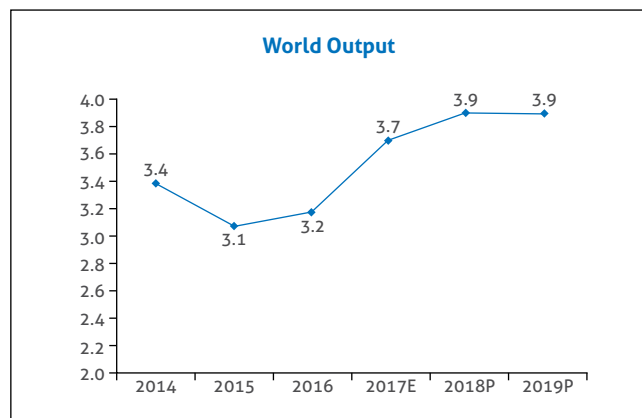
## INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY

Internal control systems are embedded in all processes across all functions within the Company. These systems are regularly reviewed and wherever necessary, they are modified or re-designed to ensure better efficiency, effectiveness and improved controls. All processes and systems are subject to Internal Audit through an annual internal audit plan approved by the Audit Committee. These are further supported by Statutory Auditors who validate that financial reporting is true and fair. The results of all audits are discussed with Senior Management and reviewed by the Audit Committee that meets at least every quarter. The Company has also adopted a system of Concurrent Audit, in line with RBI guidelines for its Foreign Exchange business across branches. The Company's Anti-Money Laundering Policy is regularly reviewed and updated, incorporating applicable revisions therein according to any modified guidelines issued by the RBI.

## BACKGROUND AND MACROECONOMIC SCENARIO:

### Global Economy

Global growth strengthened to 3.8% in 2017 which is 0.5% higher compared with 2016 and strongest since 2011. This notable rebound is driven by growth in global trade, investment recovery in advanced economies, continued strong growth in emerging Asia, a notable upswing in emerging Europe, and signs of recovery in various commodity exports. Global growth is expected to pick up to 3.9% in 2018 and onwards, supported by strong momentum, favourable market sentiment, accommodative financial conditions, and domestic and international repercussions of expansionary fiscal policy in the United States.

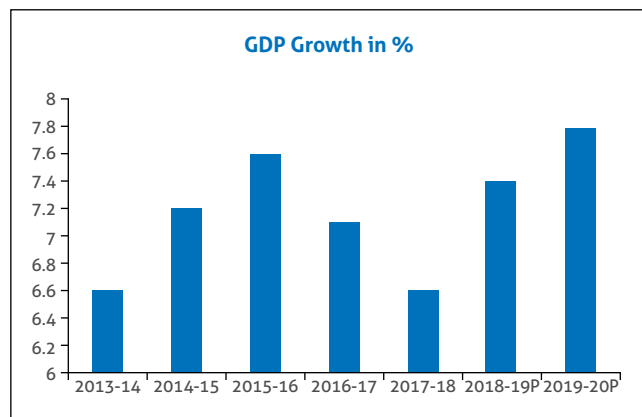


(Source: IMF, World Economic Outlook Report dated April 2018)

### Indian Economy

The year under review started on a slow note impacted by GST implementation, after effects of demonetisation and implementation of Insolvency and Bankruptcy Code (IBC). However, the second half of FY 2017-18, witnessed a strong rebound in economic activity on the back of a turnaround in investment demand, acceleration in manufacturing, pick-up in capacity utilisation, strong activity in the services sector and a record agricultural harvest. Growth pick-up in the second half diluted the impact of slow growth in the first half. India's GDP at constant prices is expected to grow by 6.6% in FY 2017-18 compared with 7.1% in the previous year, as per second advanced estimates issued by the Central Statistics Organisation (CSO).

### India's GDP Performance



Source: CSO, IMF

## Industry Overview

### Global Travel, Tourism and Foreign Exchange Industry

Travel and Tourism industry has been a significant driver of economic growth, contributing over 10% to global GDP and accounting for 1 in 10 jobs on the planet. The growth of disposable income, the rise of the middle class in emerging markets, easy accessibility through technology and changing attitudes towards travel, have enabled the industry to flourish.

The year 2017 marked the sixth consecutive year for the industry's achievement of higher growth than the global economy, which showcases the industry's resilience in the face of global geopolitical uncertainty and economic volatility.

### Global Travel Industry Growth Drivers

Contribute 10% of Global GDP

Provide 1 out of 10 Jobs

Growth in Disposable Income

Rise of Middle Class in Emerging Markets

Rising Technology Access

Changing Consumer Attitude Towards Travel

In addition to growth in Europe and Americas' markets, significant growth was witnessed in developing and emerging markets. As per the Travel and Tourism Competitiveness Report, 12 out of the top 15 most-improved countries (in competitiveness) are developing and emerging markets. India is expected to be among the top 10 fastest-growing destinations for leisure travel spending, followed by Angola, Uganda, Brunei, Thailand, China, Myanmar, Oman, Mozambique and Vietnam.

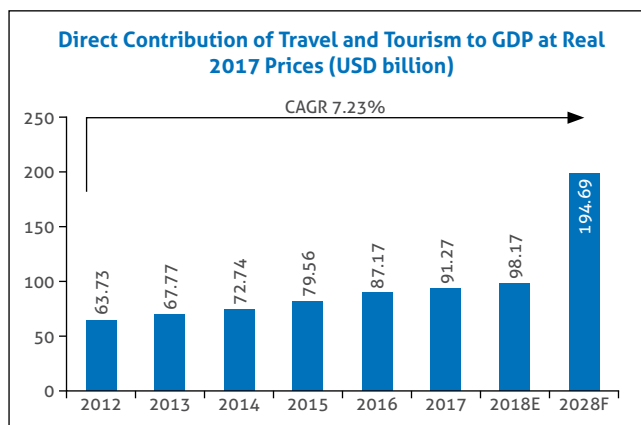
[Source: Travel & Tourism Competitiveness Report]

### Indian Travel, Tourism and Foreign Exchange Industry

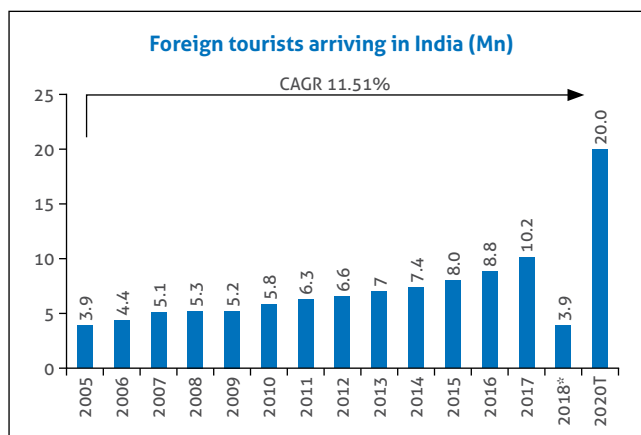
In India, Tourism is a major engine of economic growth and an important source of employment and foreign exchange earnings. The Indian travel and tourism industry has vibrant and diverse tourism products viz., Adventure, Wellness, Sports, Religious, Rural, Film and Entertainment, Medical Tourism etc. The industry provides deployment to 41.6 Mn or 8% of the country's population in 2017.

India ranked eighth in the world in terms of direct contribution to GDP. The Indian travel and tourism industry's direct contribution to GDP was USD 91.27 Bn in 2017 and is estimated to reach USD 194.69 Bn in 2028, implying a CAGR of 7.23% during 2012-28.



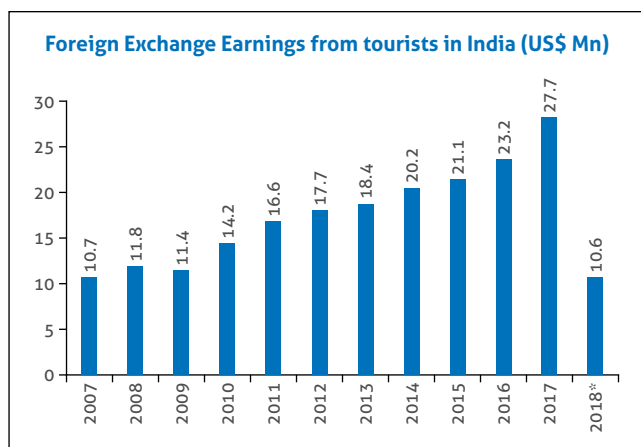


Foreign tourist arrivals in India have grown to 10.2 Mn in 2017 compared with 8.8 Mn in 2016, a growth of almost 16%. Led by flexible government policies, development of rail and road infrastructure and easy E-Visa facility, growth is expected to reach 20 Mn by 2020, implying a CAGR of 11.51% over the period of 2005-2020.



\* Upto April 2018

The tourism industry is the third largest foreign exchange earner for the country. From tourism, India had foreign exchange earnings of USD 27.7 Bn in 2017 compared with USD 23.2 Bn in 2016. During the period 2006-17, Foreign exchange earnings from tourism witnessed a CAGR of 9.97%.



\* Upto March 2018

Generally the industry performance is subject to certain factors like occurrence of natural calamities, change in government policies, geopolitical and economic conditions, terrorist attacks etc.

#### Growth Drivers

- Government Policies and Support.
- Infrastructure support and Incentives from Ministry of Tourism.
- 100% FDI allowed under automatic route.
- E-Tourist Visa – This facility has been extended to citizens of 161 countries, which resulted in 68.8% y-o-y growth in March 2018.
- National Tourism Policy 2015.
- Rise in income and changing demographics, boosting demand.
- Increased spend on domestic tourism.
- Rise in capital Investments in the sector – The sector achieved capital investment of USD 47.8 Bn in 2017 compared with USD 36.6 Bn in 2016. It is expected to touch USD 95.3 Bn in 2028.
- Growth of low cost airlines made domestic tourism more affordable.
- Increase in international flight operators resulted in better connectivity.

#### Government Initiatives

The government supported the Tour and Travel industry that empowers overall economic growth, with a host of initiatives and policies, some of which are mentioned below: 'Adopt A Heritage' project – Inviting public sector, private sector and individuals to become 'Monument Mitras' for developing amenities and facilities at heritage sites.

- Creation of 'Special Tourism Zones' – To achieve overall development of areas and offer diverse tourism experiences, which would help in creating livelihood and improve the living standard of local communities.
- Swadesh Darshan – Integrated Development of 13 Theme-Based Tourist Circuits.
- PRASAD (Pilgrimage Rejuvenation and Spiritual, Heritage Augmentation Drive) – Development of 25 religious sites.
- 24x7 Toll-Free Multi-Lingual Tourist Info Line including 10 International Languages for providing information / assistance to domestic and international tourists.
- Identifying, diversifying, developing and promoting niche tourism products in the country like Cruises, Adventure, Medical, Wellness, Golf, Polo, Meetings Incentives Conferences Events (MICE), Eco-tourism, Film Tourism, etc.
- Setup 'National Medical and Wellness Tourism Board' to promote medical tourism in India.
- Plans to make India as a preferred cruise destination in the world.
- Launch of Incredible India 2.0 campaign.
- Promoting and supporting Adventure Tourism – Celebrating 2018 as the year of Adventure Tourism and procuring 25 Satellite phones for mountaineering and trekking expeditions.
- Tourist Police.

### Future Outlook

- Government is working to achieve 1% share in the world's international tourist arrivals by 2020 and 2% share by 2025.
- As per World Trade Organisation, Indian tourists are expected to reach 50 Mn by 2020. This expansion in outbound tourism bodes well for forex providers in the country.
- Indian medical tourism industry to reach USD 9 Bn by 2020.
- International tourist arrivals are expected to reach 30.5 Mn by 2028, as compared with 10.2 Mn in 2017.
- Emerging Tourism segments – Rural, Adventure, Medical, Heritage, Luxury, Eco-tourism, Pilgrimage tourism.
- Share of Domestic spending on tourism in terms of total tourists' spending is expected to increase from 12.8% in 2017 to 16.5% in 2026.

- Emergence of Cruise tourism, with an estimated market size of 1.2 Mn cruise visitors by 2030-31.
- Increasing network of domestic Airports– Airport Authority of India is planning to start operating 250 airports by 2020, compared with 100, operational by May 2018.

### FORWARD LOOKING STATEMENTS

Statements forming part of the Management Discussion and Analysis covered in this report may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include demand and supply conditions, changes in government regulations, exchange rates, tax laws, monsoon, natural hazards, economic developments within the country and other factors.

### FOR AND ON BEHALF OF THE BOARD

#### Madhavan Menon

*Chairman & Managing Director*  
DIN: 00008542

#### Mahesh Iyer

*Executive Director & Chief Executive Officer*  
DIN: 07560302

Place: Mumbai

Dated: May 29, 2018

# Report of the Directors on Corporate Governance

## 1. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is to conduct its business within the framework of policies, internal and external regulations, in a transparent manner. The Company believes in doing business the right way and always seeks to ensure that the performance is driven by integrity and value. The Company believes in providing a structure that works for the benefit of everyone concerned, by ensuring that the Company adheres to ethical standards, laws and best practices. The Company's policy on Corporate Governance is to make it a way of life by, inter alia, adopting standard Corporate Governance practices through continual improvement of internal systems and satisfaction of customers and shareholders. The Company in its approach to adopt the best possible practices of Corporate Governance and keeping adherence to the latest rules and regulations prescribed by various regulatory authorities, has taken all the necessary steps to stay in line with the continuously progressing governance demands.

With regards to the Corporate Governance, the Company is in compliance with the requirements under Regulation 17 to 27 read with Schedule V and clause (b) to (i) of sub-regulation (2) of Regulation 46 of Securities & Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Over the years, the Board of Directors ("Board") has developed corporate governance guidelines to help fulfill the Company's corporate responsibility towards the stakeholders. These guidelines ensure that the Board will have the necessary authority and processes to review and evaluate the Company's operations when required. Further, these guidelines allow the Board to make decisions that are independent of the Management. The Board may change these guidelines regularly to achieve the Company's stated objectives.

Corporate Governance primarily involves transparency, full disclosure, independent monitoring of the state of affairs and being fair to all stakeholders and is a combination of voluntary practices and compliance with laws and regulations. The Company's philosophy on the code of Corporate Governance can be summed up as follows:

- (i) to ensure that adequate control systems exist to enable the Board in effectively discharging its responsibilities to all the stakeholders of the Company;
- (ii) to ensure that the decision making process is fair and transparent;
- (iii) to ensure the fullest commitment of the Management and the Board for the maximisation of shareholder's value;
- (iv) to ensure that the employees of the Company subscribe to the corporate values and apply them in their conduct; and
- (v) to ensure that the Company follows globally recognised corporate governance practices.

## 2. BOARD OF DIRECTORS ("BOARD"):

### Composition of the Board

The Composition of Board as on March 31, 2018 included seven (7) members with one (1) Executive Director and six (6) Non Executive Directors, of which four (4) were Independent Directors including a Woman Director, comprising of experts from various fields/professions. Subsequently, Mr. Harsha Raghavan (DIN: 01761512), Non Executive Director of the Company resigned w.e.f. close of business hours on May 24, 2018. Further, Mr. Mahesh Iyer (DIN: 07560302), Chief Executive Officer of the Company was appointed as an Additional Director by the Board of Directors at its meeting held on May 29, 2018, with the designation of Executive Director & Chief Executive Officer. Accordingly, the current composition of the Board includes seven (7) members with two (2) Executive Directors and five (5) Non Executive Directors, of which four (4) are Independent Directors including a Woman Director. As required by Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms and conditions of appointment of Independent Directors are available on the Company's website. The composition of the Board of Directors of the Company is in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, read with applicable rules made thereunder.

### Board Meetings

The Meetings of the Board of Directors are scheduled well in advance and generally held at the Company's Registered Office or Corporate Office in Mumbai and all the necessary information and documents as required under Regulation 17(7) read with Schedule II Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the meetings are made available to Board of Directors. Senior Executives / Management of the Company are invited to attend Meetings of the Board and Committees, to make presentations and provide clarifications as and when required. The Board meets at least once a quarter to review the quarterly performance and approve the financial results.

The Companies Act, 2013 read with the relevant rules made thereunder, now facilitates the participation of a Director in the Board/ Committee meetings through video conferencing or other audio visual means. Accordingly, the option to participate in the meetings

through video conferencing was made available to the Directors, except in respect of restricted items which are not permitted to be transacted through the said means. The Board, on request of the Director(s) had also granted Leave of Absence to the Director(s) being unable to attend the respective Board Meeting(s) and Committee Meeting(s).

With a view to leverage technology and reducing paper consumption, the Company adopted facility of disseminating Notices, Agendas and Minutes to the Directors through electronic means i.e. by uploading the same on the Board Pack Software. Each Director has been provided with iPad to facilitate ease in review of the documents and giving their valuable feedback on the same. This electronic mode of delivery of meetings related documents not only ensures high standards of security and confidentiality, required for storage and circulation of meeting related papers but also ensures the active involvement of the Board Members.

During the financial year under review, the Board met Eleven (11) times i.e. on April 25, 2017, May 25, 2017, August 9, 2017, September 25, 2017, November 6, 2017, November 22, 2017, November 30, 2017, December 21, 2017, February 2, 2018, March 1, 2018 and March 26, 2018, respectively.

#### Disclosures, Membership, Attendance & Other Directorships:

The Company is in receipt of the necessary disclosures from the Directors regarding their Directorships, Memberships and Chairmanships in various other Boards and Committees and shareholding in other companies. As per the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Directors on the Board is a Member of more than ten (10) Committees and acts as a Chairman of more than five (5) Committees across all Public Companies in which they are Directors.

Further, as per the applicable laws, rules and regulations, none of the Directors served as an Independent Director in more than seven (7) listed Companies and held Directorship in more than ten (10) public companies. Further, the Managing Director of the Company is not serving as an Independent Director on the Board of any other listed entity.

Details of Membership and Attendance of each Director at the Board of Directors Meetings held during the financial year under review and the last Annual General Meeting and the number of other Directorships and Chairmanship/ Membership of Board Committees as on March 31, 2018 are as follows:

Sr. No.	Name of the Director	Director Identification No.	Category*	Designation	Board Meetings attended	Attendance at the last AGM	No. of Directorship in other Boards [excluding Thomas Cook (India) Limited] #		No. of Chairmanship / Membership in other Board Committees [including Thomas Cook (India) Limited] ##	
							Public	Private	Chairmanship	Membership includes Chairmanship
1.	Mr. Madhavan Menon	00008542	ED	Chairman & Managing Director	11	Yes	6	2	1	5
2.	Mr. Harsha Raghavan@	01761512	NED	Director	7	Yes	9	2	-	8
3.	Mr. Chandran Ratnaswami	00109215	NED	Director	5	No	6	3	-	3
4.	Mr. Sunil Mathur	00013239	NE-ID	Director	8	Yes	9	2	4	10
5.	Mr. Nilesh Vikamsey	00031213	NE-ID	Director	5	Yes	9	3	1	10
6.	Mrs. Kishori Udeshi	01344073	NE-ID	Director	8	Yes	7	1	1	6
7.	Mr. Pravir Kumar Vohra	00082545	NE-ID	Director	11	Yes	2	1	2	4

\* ED – Executive Director      NED – Non Executive Director      NE – ID – Non Executive Independent Director

# This includes all Indian Companies, excluding Section 8 Companies and Foreign Companies.

## This includes Audit Committee and Stakeholders Relationship Committee of Indian Public Limited Companies.

@ Mr. Harsha Raghavan resigned as Director w.e.f. close of business hours on May 24, 2018.

Mr. Mahesh Iyer (DIN: 07560302), Chief Executive Officer of the Company was appointed as an Additional Director by the Board of Directors at its meeting held on May 29, 2018, with the designation of Executive Director & Chief Executive Officer and holds 251270 equity shares in the Company as on date.

As on March 31, 2018, Mr. Madhavan Menon held 1303670 equity shares, Mr. Pravir Kumar Vohra held 495 equity shares and Mr. Harsha Raghavan held 590000 shares through Universal Trustees Private Limited in trust for his ultimate benefit.

Except as mentioned above, none of the other Directors hold any equity shares in the Company.

## DETAILS OF DIRECTORS RE-APPOINTED

### Re-appointment of Director retiring by rotation

As per the Companies Act, 2013 and the Articles of Association of the Company, two third of the Directors are liable to retire by rotation except Independent Directors and Managing Director who are not liable to retire by rotation. One third of these Directors, shall retire every year by rotation and if eligible, these Directors qualify for re-appointment.

In accordance with Article 116 of the Articles of Association of the Company and the applicable provisions of the Companies Act, 2013, Mr. Chandran Ratnaswami, Non Executive Director retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

### Details of Director(s) to be re-appointed at the ensuing Annual General Meeting:

#### Mr. Chandran Ratnaswami

DIN	00109215
Age	69 years
Qualification	Mr. Chandran Ratnaswami holds a Bachelor's degree in Civil Engineering from I.I.T. Madras, India and an MBA from the University of Toronto, Canada.
Experience	46 years
Terms and Conditions of re-appointment	Mr. Chandran Ratnaswami shall be re-appointed as a Non Executive Director, liable to retire by rotation.
Current Remuneration (Commission and Sitting fees)	Mr. Chandran Ratnaswami, being Non Executive Director, is eligible to be paid Commission and sitting fees depending upon the number of Board and Committees meetings attended but he voluntarily waived his entitlement to his share of commission and sitting fees.
Remuneration Payable	Remuneration payable shall include Commission as devised by the Company, sitting fees depending upon the number of Board and Committees meetings attended and Reimbursement of expenses incurred for attending the meeting.
Date of first appointment in the Company	August 22, 2012
Details of shareholding	Nil
Relation with other Directors, Manager and KMP's	No relation with any Director, Manager or KMP
No. of meetings attended during the financial year	5 out of 11 in FY 2017-18

### Brief Profile and Expertise:

Mr. Chandran Ratnaswami is a Managing Director of Hamblin Watsa Investment Counsel Limited, a wholly-owned investment management company of Fairfax Financial Holdings Limited. Hamblin Watsa provides discretionary investment management to all of the insurance and reinsurance subsidiaries of Fairfax and currently manages approximately \$ 28 Billion of assets.

At Hamblin Watsa, he is responsible for all Fairfax and subsidiary investments in Asia. He is also the Chief Executive Officer and Director of Fairfax India Holdings Corporation, a company listed on the Toronto Stock Exchange.

Mr. Ratnaswami serves on the Boards of Fairbridge Capital Private Limited, IIFL Holdings Limited, Quesst Corp Limited, First Capital Insurance Limited in Singapore, Thai Reinsurance Public Company Limited in Thailand, Fairfirst Insurance Limited in Sri Lanka and Zoomer Media Limited in Canada.

Mr. Ratnaswami joined the Board of Thomas Cook (India) Limited with effect from August 22, 2012.

Mr. Chandran Ratnaswami's detailed Directorships and Committee Memberships of companies [including Thomas Cook (India) Limited] as on March 31, 2018 are as follows:

Name of Body Corporate/ Firm	Position (Whether as Director/ Managing Director/ Chairman)	Name of Committee	Position (Whether as Member/ Chairman)
Bangalore International Airport Limited	Director	-	-
Thomas Cook (India) Limited*	Director	Audit Committee	Member
IIFL Holdings Limited	Director	-	-
National Collateral Management Services Limited	Nominee Director	Nomination and Remuneration Committee	Chairman



Name of Body Corporate/ Firm	Position (Whether as Director/ Managing Director/ Chairman)	Name of Committee	Position (Whether as Member/ Chairman)
Qess Corp Limited	Director	Audit Committee	Member
		Nomination and Remuneration Committee	Member
Sanmar Engineering Services Limited	Director	-	-
Go Digit General Insurance Limited	Director	Risk Management Committee	Chairman
		Policyholder Protection Committee	Chairman
		Nomination and Remuneration Committee	Member
		Audit Committee	Member
		Investment Committee	Chairman
Fairbridge Capital Private Limited	Director	-	-
Cheran Enterprises Private Limited	Director	-	-
Go Digit Infoworks Services Private Limited	Director	-	-
Thai Reinsurance Public Company Limited	Vice Chairman	-	-
Zoomer Media Limited	Director	-	-
HWIC Asia Fund	Director	-	-
ORE Holdings Limited	Director	-	-
FAL Corporation	Director	-	-
Fairfax India Holdings Corporation	Director	-	-
Primary Real Estate Investment	Director	-	-
Fairbridge Capital (Mauritius) Limited	Director	-	-
FIH Mauritius Investments Limited	Director	-	-
FIH Private Investments Limited	Director	-	-
H Investments Limited	Director	-	-
Fairfirst Insurance Limited (Union Assurance General Limited amalgamated with Asian Alliance General Limited)	Director	-	-
I Investments Limited	Director	-	-
HW Private Investments Limited	Director	-	-
Fairbridge Investments (Mauritius) Limited	Director	-	-
Darwin CX Inc	Director	-	-

\* Mr. Chandran Ratnaswami was appointed as Member of Nomination & Remuneration Committee of Thomas Cook (India) Limited w.e.f. May 29, 2018.

#### INDEPENDENT DIRECTORS:

Independent Directors are Non Executive Directors as defined under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The maximum tenure of Independent Directors is in compliance with the Act and they have confirmed to have met the criteria of independence as per the applicable laws, rules and regulations. In compliance with the applicable provisions, the meeting of Independent Directors of the Company was held on March 26, 2018, for considering the following matters, *inter-alia*, as prescribed in the Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- 1) Review the performance of Non Independent Directors and the Board as a whole;
- 2) Review the performance of the Chairman of the Company, taking into account the views of executive directors and non executive directors;
- 3) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The said meeting was conducted without the attendance of Non Independent Directors and members of management. Further, all the Independent Directors of the Company were present at the meeting except for Mr. Nilesh Vikamsey who was granted leave of absence.

The Company has also devised a systematic framework for familiarising the Independent Directors to the Company. The Company takes due steps for familiarising Independent Directors by providing them necessary documents, reports and internal policies to enable them to get familiarised with the Company's procedures and practices. Further, presentations pertaining to business performance updates, global business environments etc. are made by various Department Heads and Senior Management Personnel in the Board and Committee Meetings. The details of familiarisation programme is also disclosed on the Company's website and the weblink thereto is [https://resources.thomascook.in/downloads/2017-2018\\_Familiarization\\_programme%20.pdf](https://resources.thomascook.in/downloads/2017-2018_Familiarization_programme%20.pdf)

### 3. BOARD COMMITTEES

The Board, in order to comply with the applicable laws, rules and regulations and for better governance and accountability constituted the following mandatory committees i.e. Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. Further, the Board in order to have a focused attention on certain specific matters, has also constituted certain committees voluntarily which include Sub Committee of the Board, Debenture Committee, Related Party Transaction Committee, Banking Committee, Risk Committee etc. The terms of reference of these committees are determined by the Board and their performance is also reviewed on periodic basis. The Chairperson of the various Committees inform the summary of discussions held in various meetings to the Board and prepare the groundwork for decision making by the Board. The minutes of the Committee meetings are placed before the Board in subsequent meetings.

#### (i) Audit Committee

##### Composition:

As on March 31, 2018, the Committee consisted of six (6) Non Executive Directors of whom four (4) were Independent. As on date of the Report, the Committee consists of five (5) Non Executive Directors of whom four (4) are Independent. The Chairman of the Audit Committee is an Independent Director. The present composition of the Audit Committee is in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Depending upon the matters, the Audit Committee also invites at its meetings, Senior Executives/ Management including the person in charge of the Business Process Improvement & Audit function of the Company. The representatives of the Auditors are also invited to the meetings. The Company Secretary & Compliance Officer acts as the Secretary to the Committee. The President & Group Chief Financial Officer, President and Group Head- Legal, Secretarial and Administration, Chief Financial Officer and the Chairman & Managing Director are special invitees to the Committee meetings. Mr. Chandran Ratnaswami, Non Executive Director who was Permanent Invitee to the Committee Meetings was inducted as the member of the Committee w.e.f. September 26, 2017. Mr. Mahesh Iyer, Executive Director & Chief Executive Officer, is a permanent invitee to the Committee meetings.

The Committee met eight (8) times during the financial year under review. The said meetings were held on April 25, 2017, May 25, 2017, August 9, 2017, September 25, 2017, November 6, 2017, December 21, 2017, February 2, 2018 and March 26, 2018, respectively.

Sr. No.	Name of the Members	Designation	Category *	No. of meetings attended
1.	Mr. Nilesh Vikamsey	Chairman	NE-ID	3
2.	Mr. Sunil Mathur	Member	NE-ID	7
3.	Mr. Harsha Raghavan^	Member	NED	5
4.	Mr. Pravir Kumar Vohra	Member	NE-ID	8
5.	Mrs. Kishori Udeshi	Member	NE-ID	7
6.	Mr. Chandran Ratnaswami\$	Member	NED	1

\* NED – Non Executive Director NE-ID - Non Executive Independent Director

\$ Mr. Chandran Ratnaswami was appointed as a Member w.e.f. September 26, 2017.

^ Mr. Harsha Raghavan resigned as Director w.e.f. close of business hours on May 24, 2018.

##### Terms of reference and role of the Audit Committee:

The Audit Committee's role shall flow directly from the Board of Director's overview function on Corporate Governance, which holds the management accountable to the Board and the Board accountable to the Stakeholders. Acting as a catalyst, in helping the organization achieve its objectives, the Audit Committee's primary role, *inter-alia*, is to review the Company's internal financial reporting process, internal financial controls, the audit process, adequacy, reliability and effectiveness of the internal control systems and risk management process, monitoring process for compliance with laws and regulations and the code of conduct.

The terms of reference and role of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 read with the applicable rules made thereunder and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 includes, *inter-alia*, the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the quarterly and the annual financial statements and Limited Review Report/ Auditor's Report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Disclosure of any related party transactions
  - f. Modified opinions and Qualifications, if any in the Draft Audit Report/ Limited Review Report
  - g. Disclosure under Management Discussion and Analysis of Financial Condition and Results of Operations.
  - h. Compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other legal requirements concerning financial statements.
  - i. Disclosure of contingent liabilities
5. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
6. Approval or any subsequent modification of transactions of the company with related parties;
7. Scrutiny of inter-corporate loans and investments;
8. Valuation of undertakings or assets of the company, wherever it is necessary;
9. Evaluation of internal financial controls and risk management systems;
10. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
11. Reviewing the adequacy of internal audit function, if any, including the internal audit charter, the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
12. Discussion with internal auditors of any significant findings and follow up thereon and reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
13. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
14. To look into the reasons for substantial defaults if any in the payment to the debenture holders, shareholders (in case of non- payment of declared dividends) and creditors;
15. To review the functioning of the Whistle Blower mechanism;
16. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

Carrying out any other function as is mentioned in the terms of reference of the Audit Committee. The Members of the Audit Committee are financially literate, possess accounting and related financial management expertise and the Chairman of the Committee attends the Annual General Meeting of the Company to answer shareholder's queries, if any.

**(ii) Nomination & Remuneration Committee****Composition:**

The present composition of the Nomination & Remuneration Committee is in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It consists of three (3) Non Executive Directors of whom two (2) are Independent Directors as on March 31, 2018. The Chairperson of the Nomination & Remuneration Committee is an Independent Director.

Mr. Chandran Ratnaswami, Non Executive Director and Mrs. Mona Cheriyan, President & Group Head - Human Resources were permanent invitees while Mr. Madhavan Menon, Chairman & Managing Director, was invitee to the Committee meetings held during the financial year under review. Further, on May 29, 2018, Mr. Chandran Ratnaswami was appointed as the Member of the Nomination & Remuneration Committee. Mrs. Mona Cheriyan acted as the Rapporteur for the Committee meetings.

The Committee met three (3) times during the financial year under review. The meetings were held on May 25, 2017, November 6, 2017 and February 15, 2018 respectively.

Sr. No.	Name of the Members	Designation	Category *	No. of meetings attended
1.	Mrs. Kishori Udeshi	Chairperson	NE-ID	3
2.	Mr. Harsha Raghavan^	Member	NED	2
3.	Mr. Sunil Mathur	Member	NE-ID	3

\* NED – Non Executive Director NE – ID – Non Executive Independent Director

^ Mr. Harsha Raghavan resigned as Director w.e.f. close of business hours on May 24, 2018.

Mr. Chandran Ratnaswami was appointed as Member of the Nomination & Remuneration Committee w.e.f. May 29, 2018.

**Terms of Reference:**

The Nomination cum Remuneration Policy ("Policy") of the Committee is in compliance of Section 178 of the Companies Act, 2013 read with the applicable rules made thereunder and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee has the mandate to deal with such matters as required to be dealt by it under applicable law, rules and regulations, *inter-alia*, recruitment, selection, remuneration of Directors (Executive & Non Executive) and key managerial personnel and remuneration of senior employees of the Company, particularly the matters pertaining to employment, remuneration, retirement benefits, performance appraisals, key succession planning and to make recommendations to the Board. The Committee is also authorised for allotment of equity shares under ESOP Schemes of the Company.

**Nomination cum Remuneration Policy:**

The Board adopted Nomination cum Remuneration Policy in September, 2014 in accordance with Section 178 of the Companies Act, 2013 and the rules made thereunder. The Policy has been amended from time to time to align it in requirements with the provisions of applicable laws, rules and regulations. The Policy is already annexed as Annexure 3 to the Directors Report and forms part of this Annual Report.

**Performance Evaluation of Directors:**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandate the Board of listed companies to monitor and review the Board Evaluation framework. The Companies Act, 2013 read with the Rules made thereunder provides that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual Directors. It is further stated in Section 178 of the Companies Act, 2013 that the performance of every Director shall be evaluated by the Nomination & Remuneration Committee on an annual basis. The Schedule IV of the Companies Act, 2013 read with the Rules made thereunder states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

After taking into consideration the Guidance Note on Performance Evaluation of Board dated January 5, 2017 published by SEBI, structured assessment sheets were finalized to evaluate the performance of the Board, Committees of the Board and individual performance of each Director including the Chairman. The evaluation process was facilitated by the Chairperson of the Nomination & Remuneration Committee.

These assessment sheets for evaluation of performance of the Directors were prepared based on various aspects which, amongst other parameters, included the Knowledge and Competency, Fulfilment of functions, Ability to function as a team, Initiative, Availability and Attendance, Commitment, Contribution and Integrity, etc.

The parameters for performance evaluation of Board includes Competency of Directors, Experience of Directors, Regularity of meetings, timeliness for circulating the board papers, Noting of discussions and dissents, Role and responsibilities of the Board, Strategy and performance evaluation, Governance and compliance, Evaluation of Risks, Grievance redressal for Investors, etc.

Some of the performance indicators for the Committees included Frequency of the meeting of the Committee, Contribution to decisions of the Board, understanding of the terms of reference, effectiveness of the discussions at the Committee meetings, information provided to the Committee to discharge its duties and performance of the Committee vis-à-vis its responsibilities and ensuring that the Key Performance Objectives are aligned with the immediate and long term goals of the Company.

The performance of the Independent Directors was also evaluated taking into account the time devoted and attention given to professional obligations for independent decision making and acting in the best interest of the Company, strategic guidance to the Company, identification of important policies, external expertise on business matters and independent judgment that contributes objectively in the Board's deliberation, particularly on issues of strategy, performance and conflict management.

The outcome of the evaluation process was discussed and deliberated at the meeting of the Board of Directors. The Board of Directors also expressed their satisfaction towards the process followed by the Company for evaluating the performance of the Individual Directors, Board as a whole and its Committees.

#### **Remuneration of Directors:**

##### **A. Executive Directors:**

1. The Committee to recommend the remuneration of the Executive Director to Board for its approval.
2. Such remuneration shall be subject to approval of the shareholders of the Company, in the next general meeting.
3. If proposed remuneration is at variance to the conditions specified in Schedule V of the Act, then such remuneration will also be subject to the approval of the Central Government, if any, as the case may be.
4. The terms of the remuneration of the Executive Director shall be as under:
  - (a) The remuneration of the Executive Director will consist of the following:
    - (i) Base / Basic Salary subject to such annual increments as the Nomination & Remuneration Committee and/or the Board may determine and approve, from time to time
    - (ii) Other Allowance
    - (iii) Performance Bonus
    - (iv) Perquisites like Housing, Car/ Conveyance Allowance, Telephone, Club Fees, etc. and other retirement benefits as may be recommended by the Nomination & Remuneration Committee and approved by the Board and the shareholders of the Company, as the case may be.
  - (b) The Executive Director may be granted stock options

##### **B. Non Executive Directors including Independent Directors:**

1. The Committee to recommend the remuneration of the Non Executive Directors including Independent Directors to the Board for its approval, and will be subject to approval of the shareholders of the Company, as the case may be.
2. The terms of the remuneration of the Non Executive Directors shall be as under:
  - a. Sitting fees of such amounts as may be determined from time to time and upto such amount, as may be decided by the Board and the shareholders, if required.
  - b. An incentive payment based on achievement of profitability levels for the year ended, upto such amount, based on the performance evaluation report, as may be decided by the Board and the shareholders, from time to time.
  - c. Increment for each year will be determined by the Nomination & Remuneration Committee based on the performance evaluation report and which will be subject to approval of the Board and the shareholders, as the case may be.
3. The Non Executive Directors may be offered stock options as may be permitted by the applicable law.
4. The Independent Directors will not be entitled to any stock options.
5. Reimbursement of actual expenses incurred, if any, in connection with attending the Board / Committee meeting of the Company.

##### **C. Key Managerial Personnel:**

1. The Committee to recommend the remuneration of the Managing Director, Chief Financial Officer, Chief Executive Officer and Company Secretary & Compliance Officer to the Board for its approval.
2. Increment for each year will be determined by the Committee based on the performance evaluation report.
3. Such increment will be subject to approval of the Board & shareholders, if any.



- The Managing Director, Chief Financial Officer, Chief Executive Officer and Company Secretary & Compliance Officer may be offered stock options.

#### D. Senior Management Employees:

- The Committee will determine the remuneration of the senior management employees of the Company, other than the whole time key managerial personnel, in accordance with the Policy.
- Increment for each year will be determined by the Committee based on the performance evaluation conducted in accordance with the Policy.
- The senior management employees may be offered stock options.

#### Sitting fees:

The Company's business activities, operations, nature and scope thereof have grown and shall continue to grow at substantial rate. Consequently, the burden on the Board of Directors has also increased. The Directors have always strived to attend the meetings of the Company whether Board or Committee and have always provided the Company with their valuable insights on the matters placed before them, thus ensuring better governance. Accordingly, the Company has at its meeting held on May 29, 2018 revised the sitting fees paid to the Non Executive Directors for attending the meetings as follows:

- For Audit Committee the sitting fees was revised from Rs. 50,000/- per meeting to Rs. 100,000/- per meeting.
- For Stakeholders Relationship Committee the sitting fees was revised from Rs. 10,000/- to Rs. 75,000/- per meeting.
- For Nomination & Remuneration Committee the sitting fees was revised from Rs. 10,000/- to Rs. 50,000/- per meeting.
- For Corporate Social Responsibility Committee the sitting fees was revised from Rs. 10,000/- to Rs. 50,000/- per meeting.

The Company also pays Rs. 100,000/- for attending each Board of Directors Meeting. Further, the Company pays Rs. 100,000/- per meeting to the Independent Directors for attending the separate meeting of Independent Directors.

#### Details of Remuneration to the Directors for the financial year:

##### Executive Directors

Name of Director	Basic Salary (Rs.)	Benefits/ Allowances / Perquisites (Rs.)	Bonus/ Commission (Rs.)	Sitting Fees (Rs.)	Pension/PF/ Superannuation (Rs.)	Total (Rs.)	Number of Stock Options granted & accepted during the financial year	Number of Stock Options exercised during the financial year
Mr. Madhavan Menon	1,02,17,148	148,99,032	2,50,00,000	0	12,26,052*	5,13,42,232	Nil	1303670
<b>Sub-Total (a)</b>	<b>1,02,17,148</b>	<b>148,99,032**</b>	<b>2,50,00,000</b>	<b>0</b>	<b>12,26,052*</b>	<b>5,13,42,232</b>	<b>Nil</b>	<b>1303670</b>

\*Employer contribution to Provident Fund

\*\*including other allowances, Housing and car perk

##### Non Executive Directors

Name of Director	Basic Salary (Rs.)	Benefits/ Allowances / Perquisites (Rs.)	Bonus/ Commission (Rs.)	Sitting Fees (Rs.)	Pension/PF/ Superannuation (Rs.)	Total (Rs.)	Number of Stock Options granted & accepted during the financial year	Number of Stock Options exercised during the financial year
Mr. Nilesh Vikamsey	-	-	2,72,250	6,50,000	-	9,22,250	Nil	Nil
Mrs. Kishori Udeshi	-	-	2,72,250	12,90,000	-	15,62,250	Nil	Nil
Mr. Pravir Kumar Vohra	-	-	2,72,250	16,10,000	-	18,82,250	Nil	Nil
Mr. Sunil Mathur	-	-	2,72,250	12,80,000	-	15,52,250	Nil	Nil
Mr. Harsha Raghavan ^	-	-	-	-	-	-	Nil	Nil
Mr. Chandran Ratnaswami ^	-	-	-	-	-	-	Nil	Nil
<b>Sub - Total (b)</b>	<b>-</b>	<b>-</b>	<b>10,89,000</b>	<b>48,30,000</b>	<b>-</b>	<b>59,19,000</b>	<b>Nil</b>	<b>Nil</b>
<b>Total (Rs.) (a+b)</b>	<b>1,02,17,148</b>	<b>1,48,99,032**</b>	<b>2,60,89,000</b>	<b>48,30,000</b>	<b>12,26,052*</b>	<b>5,72,61,232</b>	<b>Nil</b>	<b>1303670</b>

\*Employer contribution to Provident Fund

\*\*including other allowances, Housing and car perk

^ Mr. Harsha Raghavan and Mr. Chandran Ratnaswami waived their entitlement to their share of commission and sitting fees.

- None of the Directors are related to each other in any manner.

- As on March 31, 2018, Mr. Madhavan Menon held 1303670 equity shares, Mr. Harsha Raghavan held 590000 equity shares through Universal Trustees Private Limited in trust for his ultimate benefit and Mr. Pravir Kumar Vohra held 495 equity shares in the Company.
- Except as mentioned above none of the other Directors hold any equity shares in the Company.
- Apart from the above, there are no other pecuniary relationships or transactions of the Non Executive Directors with the Company.

**Details of fixed component and performance linked incentives paid for the financial year :**

Name of Director	Salary	
	Fixed (Rs.)	Performance Linked Incentives (Rs.)
Mr. Madhavan Menon	21768012*	25000000
<b>Total</b>	<b>21768012*</b>	<b>25000000</b>

\*Excluding ESOP, Superannuation, House, Car Perk, Provident Fund

**Details of Service Contracts, Notice Period, etc. of all the Directors for the financial year**

Sr. No.	Name of Director	Contract Period (Tenure)	Service Contract	Notice Period	Severance fees, if any
1.	Mr. Madhavan Menon	March 1, 2015 to February 29, 2020	Yes	12 Months	As decided by the management
2.	Non Executive Directors other than Independent Directors	None. The Non Executive Directors other than Independent Directors, liable to retire by rotation, get re-appointed as per the provisions of Articles of Association of the Company and the applicable provisions of Companies Act, 2013	No	None	None

**Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:**

As on March 31, 2018, Mr. Madhavan Menon held 1303670 equity shares, Mr. Harsha Raghavan held 590000 equity shares through Universal Trustees Private Limited in trust for his ultimate benefit and Mr. Pravir Kumar Vohra held 495 equity shares in the Company.

**Note:** During the year, none of the Non Executive Directors were issued/ granted employee stock options under any of the Thomas Cook Employee Stock Option Plan/ Scheme.

Name of the Director	Thomas Cook Employee Stock Option Plan 2007 (ESOP Scheme 2007)										SAYE Scheme 2010		Thomas Cook Employees Stock Option Plan 2013 (ESOP 2013)
	Grant in 2007		Grant in 2008		Grant in 2009		Grant in 2010		Grant in 2011		Options accepted	Discount %	
	Options accepted	Discount %	Options accepted	Discount %	Options accepted	Discount %	Options accepted	Discount %	Options accepted	Discount %			
Mr. Madhavan Menon	205000	5%	250500	5%	-	-	-	-	-	-	16500	10%	1303670

**Period of accrual:** In case of ESOP Scheme 2007, 1/3rd of the options granted, vest every year, over three (3) years; in case of SAYE Scheme, the vesting would occur at the end of thirty-six (36) monthly contributions. In case of ESOP 2013, options would vest not earlier than 4 years and not later than 7 years from the date of grant of options. The exact proportion in which and the exact period over which the options would vest would be determined by the Nomination & Remuneration Committee.

**Exercise Period:** In case of ESOP Scheme 2007, all the vested options are exercisable over a period of ten (10) years from the respective grant dates; in case of SAYE Scheme 2010, the exercise period is one (1) month from vesting; in case of ESOP 2013, the Exercise period would commence from the date of vesting and will expire on completion of twenty years from the date of vesting of options.

**(iii) Stakeholders Relationship Committee**

**Composition:**

As on March 31, 2018, it consisted of three (3) members of whom two (2) were Non Executive Directors including one Independent Director and one (1) Executive Director. Subsequently, Mr. Nilesh Vikamsey, Mrs. Kishori Udeshi and Mr. Sunil Mathur were appointed as the Members of the Stakeholders Relationship Committee w.e.f. May 29, 2018. At present it consists of five (5)

members of whom four (4) are Non Executive Independent Directors and one (1) is a Executive Director. The Chairperson of Stakeholders Relationship Committee is an Independent Director. The present composition of the Stakeholders Relationship Committee is in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee met once during the financial year under review i.e. on November 6, 2017.

Sr. No.	Name of the Members	Designation	Category *	No. of meetings attended
1.	Mr. Pravir Kumar Vohra	Chairman	NE-ID	1
2.	Mr. Madhavan Menon	Member	ED	1
3.	Mr. Harsha Raghavan#	Member	NED	1

\* NED – Non Executive Director NE-ID – Non Executive Independent Director ED – Executive Director

# Mr. Harsha Raghavan resigned as Director w.e.f. close of business hours on May 24, 2018

Mr. Nilesh Vikamsey, Mrs. Kishori Udesi and Mr. Sunil Mathur were appointed as Members of the Stakeholders Relationship Committee w.e.f. May 29, 2018.

#### Terms of Reference

The Stakeholders Relationship Committee approves transfer of shares, splitting and consolidation of shares and issue of duplicate share certificates and other related matters. It also takes note of the investor grievances received and resolved by the Company.

As per SEBI circular dated July 5, 2012 and further as prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the share transfers are approved fortnightly by the Company Secretary & Compliance Officer and are noted in the subsequent meeting(s) of the Stakeholders Relationship Committee.

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Amit J. Parekh, Company Secretary and Compliance Officer, oversees the redressal of investor grievances. For any clarification/ complaint, the Shareholders may contact the Company Secretary and Compliance Officer at [share@in.thomascook.com](mailto:share@in.thomascook.com)

**Number of Shareholders Complaints/ Correspondence received so far/ Number not solved to the satisfaction of shareholders/ Number of pending share transfers as at March 31, 2018:**

#### a. Correspondence Construed as Complaints

Sr. No.	Nature of Complaint/Query	Total Received	Total Replied	Pending Queries (Days)			
				1-7	8-15	16-22	> 22
1.	Inquiry pertaining to non-receipt of shares sent for transfer	0	0	0	0	0	0
2.	Letters received from SEBI and other Statutory Bodies	10	10	0	0	0	0
3.	Reply sent giving warrant details (Reconciliation in process)	0	0	0	0	0	0

#### b. Other Correspondence

Sr. No.	Nature of Complaint/ Query	Total Received	Total Replied	Pending Queries (Days)			
				1-7	8-15	16-22	> 22
(1)	Non Receipt / Requests of Interest/ Dividend warrants						
	(A) Warrant already paid	0	0	0	0	0	0
	(B) Requests pertaining to outdated, duplicate warrants and changes on live warrants	236	225	0	11	0	0
	(C) Misc. queries in connection with payments	51	51	0	0	0	0
(2)	Transfer/Dematerialisation of securities	8	7	1	0	0	0
(3)	Name correction	11	11	0	0	0	0
(4)	Change of address requests	65	64	1	0	0	0
(5)	ECS/ Mandate requests	28	28	0	0	0	0
(6)	Loss of securities	111	107	4	0	0	0

(7)	Split/ Consolidation/Renewal/ Duplicate issue of securities	6	6	0	0	0	0
(8)	Nomination requests	1	1	0	0	0	0
(9)	Tax / exemption form / pan related	0	0	0	0	0	0
(10)	Transmission of Securities	30	30	0	0	0	0
(11)	Exchange/ Sub-division of old shares	17	17	0	0	0	0
(12)	Dividend/ interest queries	60	60	0	0	0	0
(13)	Document registration	14	14	0	0	0	0
(14)	Bonus issue	0	0	0	0	0	0
(15)	Redemption	0	0	0	0	0	0
(16)	Others (Miscellaneous)	145	139	6	0	0	0
	<b>Total (I +II)</b>	<b>793</b>	<b>770</b>	<b>12*</b>	<b>11*</b>	<b>0</b>	<b>0</b>

\* Pending as on March 31, 2018. These were subsequently resolved/ replied to/ attended to.

#### (iv) Corporate Social Responsibility Committee

##### Composition:

As on March 31, 2018, it consisted of three (3) members of whom two (2) are Non Executive Directors including one Independent Director and one (1) Executive Director. Subsequent to the resignation of Mr. Harsha Raghavan as Director w.e.f. close of business hours on May 24, 2018, Mr. Mahesh Iyer was appointed as the member of the CSR Committee w.e.f. May 29, 2018 to maintain the suitable composition as prescribed by the applicable laws, rules and regulations. At present it consists of three (3) members of whom one (1) is a Non Executive Independent Director and two (2) are Executive Directors. Ms. Mona Cheriyan, President & Group Head - Human Resources acts as the Rapporteur to the Committee. The Chairperson of CSR Committee is an Independent Director.

The Committee met once during the financial year under review on November 6, 2017:

Sr. No.	Name of the Members	Designation	Category *	No. of meetings attended
1.	Mrs. Kishori Udeshi	Chairperson	NE-ID	1
2.	Mr. Harsha Raghavan@	Member	NED	1
3.	Mr. Madhavan Menon	Member	ED	1

\* NED – Non Executive Director NE-ID –Non Executive Independent Director ED – Executive Director

@ Mr. Harsha Raghavan resigned as Director w.e.f. close of business hours on May 24, 2018

Mr. Mahesh Iyer was appointed as Member w.e.f. May 29, 2018

##### Terms of Reference

The CSR Committee deals with matters required to be dealt with by it under applicable laws, rules, regulations, *inter-alia*, to formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act, to prepare a transparent monitoring mechanism for ensuring implementation of the projects/ programmes/ activities proposed to be undertaken by the Company under the CSR Policy of the Company, monitor that funds are deployed judiciously for the CSR activities mentioned in the CSR policy. The brief details about the CSR activities undertaken by the Company and the amount spent on such CSR activities during the financial year 2017-18 are mentioned in Corporate Social Responsibility Report which forms Annexure 2 to the Directors Report. The CSR Policy is available on the website of the Company.

#### (v) Sub-Committee of the Board

##### Composition:

As on March 31, 2018, the Committee comprised of two (2) Directors of which one (1) was Executive Director and one (1) was Non Executive Director. Further, Mr. Harsha Raghavan resigned as Director w.e.f. close of business hours on May 24, 2018. Mr. Mahesh Iyer was appointed as Member of the Sub-Committee w.e.f. May 29, 2018. Accordingly, at present the Sub Committee consist of two(2) Executive Directors.

The Sub-Committee met thirteen (13) times during the financial year 2017-18. The meetings of the Sub-Committee were held on April 4, 2017, May 10, 2017, June 8, 2017, July 4, 2017, August 18, 2017, September 27, 2017, October 30, 2017, November 24, 2017, December 7, 2017, December 21, 2017, January 8, 2018, February 15, 2018 and March 27, 2018, respectively.

Sr. No.	Name of the Members	Designation	Category *	No. of meetings attended
1.	Mr. Madhavan Menon	Chairman	ED	13
2.	Mr. Harsha Raghavan <sup>#</sup>	Member	NED	13

\* ED – Executive Director      NED – Non Executive Director

<sup>#</sup> Mr. Harsha Raghavan resigned as Director w.e.f. close of business hours on May 24, 2018.

<sup>^</sup> Mr. Mahesh Iyer was appointed as Member w.e.f. May 29, 2018.

#### 4. MANAGEMENT COMMITTEES:

##### (i) Executive Committee (EXECOM):

There had been a "Senior Management Group (SMG)" in formal existence since the inception of the Company that was renamed as "EXECOM" since the year 2001. It is a formal Committee of all the Heads of various business activities and support functions. It meets once a week to discuss all the matters relating to the day-to-day affairs of the businesses and functions.

##### (ii) Risk Committee:

The Chairman & Managing Director chairs the meetings of the Risk Committee and the Head - Business Process Improvement and Audit acts as Rapporteur for this Committee. The EXECOM members are the other members of the Committee. It meets monthly to address the internal financial control and risk issues relating to various businesses and support areas and monitor the critical factors in order to effectively address them. Areas covered by this Committee are Control Policies, Business Continuity Plans, Foreign exchange coverage operations, Debtors control, Advances control, Blank Travellers' Cheques stocks exposure, Compliance Audit (FEMA & Others), Information Systems Security, Physical Security, Remittance operations etc. It reports to the Audit Committee of the Company.

##### (iii) Banking Committee:

A Banking Committee was formed on October 29, 2012 and over the years the Committee has been re-constituted, the committee currently consists of Chairman & Managing Director, Executive Director & Chief Executive Officer, Chief Financial Officer and President & Group Chief Financial Officer as members to cater to the daily banking requirements of the Company viz. Opening/closing of bank accounts, addition and deletion of signatories in the bank accounts, etc. The Committee meets as and when required.

##### (iv) Debenture Committee:

The Debenture Committee was constituted on November 30, 2012 for allotment of the Non Convertible Debentures, which were allotted on April 15, 2013 and August 31, 2015.

##### (v) Related Party Transaction Committee:

The Related Party Transaction Committee ("RPT Committee") consisting of Executive Director & Chief Executive Officer, President & Group Head - Legal, Secretarial & Administration, President & Group Chief Financial Officer was formed on February 14, 2017 to approve each Related Party Transactions upto the limit sanctioned by the Audit Committee and monitor the cumulative approvals so that they are within the sanctioned omnibus limit. The RPT Committee also prepare/submit the quarterly report of Related Party Transactions entered under omnibus approval to the Audit Committee for its review.

#### 5. OTHER QUALITATIVE INFORMATION:

##### (i) Internal and Statutory Policies adopted:

The Company have devised various statutory and internal policies to strengthen governance and facilitate administrative functioning of various departments across the organisation. The internal policies and codes are dispersed through the organisational hierarchy. These include the Information Systems Security Policy, Fraud and Theft Policy, Policy on Business Ethics & Integrity (Values that work....at work) etc. The statutory policies including the Corporate Social Responsibility Policy, Policy on Material Subsidiaries, Archival Policy etc. are hosted on the website of the Company. The Company has also formulated a Policy on Ethics and Integrity, which is binding on all the employees of the Company. The brief details of some of the policies adopted by the Company are as follows:

- The Policy on Prevention of Insider Trading is based on the model Policy devised by SEBI under SEBI (Prevention of Insider Trading) Regulations, 1992, as amended, for all the Designated Persons of the Company. The Board has in May, 2015 also adopted Code of Conduct for Prevention of Insider Trading and Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as per the SEBI (Prevention of Insider Trading) Regulations, 2015 and the same was amended from time to time.
- The Whistle-Blower Policy has been laid down with an objective to create an environment where an employee has easy access to raising a concern and his identity is also protected and it is also put up on the Company's website [www.thomascook.in](http://www.thomascook.in)



- (c) The Fraud and Theft Policy and the Fraud and Theft response plan, has been laid down with an objective to address the instances of frauds and thefts occurring in the Company and to create awareness in this regard.
- (d) The Information Systems Security Policy lays down framework and guidelines governing the usage of Information Technology in the organisation. Significant changes taking place in the Information Systems and/or Technology that would affect the security and control perspective favourably/ adversely and on any significant breaches of the security/ security policy are monitored under this Policy. A Committee (Information Systems Security Committee) has overall responsibility for all areas concerning IT security.
- (e) The Anti Money Laundering Policy lays down internal control procedures to ensure that the compliances of all rules and regulations including business processes are met. The Company has also adopted the system of Concurrent Audit for its branches in the foreign exchange business with effect from October 2003 as per the requirements of Reserve Bank of India.
- (f) Company has a Policy on Prevention of Sexual Harassment at Workplace as per the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- (g) Company has a Policy on Corporate Social Responsibility as per the requirements of Companies Act, 2013.
- (h) The Company has adopted a Policy on Material Subsidiaries and it is also put up on the Company's website and weblink thereto is <https://resources.thomascook.in/downloads/Policy%20on%20Material%20Subsidiaries.pdf>
- (i) The Company also has a Policy on Related Party Transactions and Materiality of Related Party Transactions and it is also put up on the Company's website and weblink thereto is <https://resources.thomascook.in/downloads/Related%20Party%20and%20Materiality%20Policy.pdf>
- (j) The Policy on Business Ethics & Integrity (Values that work....at work) was implemented in February 1998 and amended in January 2015, puts down in detail the ethical values for each and every employee of the organisation.
- (k) The Archival Policy of the Company was implemented with the objective to maintain complete, accurate and high quality records as required under Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. It is also put up on the Company's website and weblink thereto is [https://resources.thomascook.in/downloads/Archival\\_Policy.pdf](https://resources.thomascook.in/downloads/Archival_Policy.pdf)
- (l) Policy on Acquisition / Takeover / Merger by Subsidiaries of Thomas Cook (India) Limited lays down the framework for the internal procedure for Merger and Acquisition (M&A) activities of Thomas Cook (India) Limited i.e. transactions where TCIL is either a contracting party or a counter party, to the transaction. This policy was framed with a view to clearly articulate the corporate requirements for M&A activities by TCIL's subsidiaries, and remove any ambiguity in that behalf.
- (m) Policy for Preservation of Documents was implemented to derive a framework for retaining records in such a manner that it is retrievable at a later date so that the business dealings can be accurately reviewed as required.
- (n) Policy on Criteria for determining Materiality of events/ information was adopted by the Board of Directors of Thomas Cook (India) Limited under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to lay down the criteria for determination of materiality of events and information that need to be disclosed to the Stock Exchanges as and when they take place in the Company.
- (o) Dividend Distribution Policy was adopted by the Board of Directors of Thomas Cook (India) Limited under Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Dividend is to be declared at the Annual General Meetings of shareholders, based on the recommendation of the Board of Directors. Generally, the factors that may be considered by the Board of Directors before making any recommendations for dividend include, without limitation, the Company's future expansion plans and capital requirements, profits earned during the fiscal year, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions. The Board of Directors may also from time to time pay interim dividend(s) to the shareholders of the Company.
- (p) Guidelines on Corporate Governance which would act as a formal code / written guideline(s) in addition to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act 2013 and other applicable laws / requirements in respect of the Corporate Governance practices of the Company.

**(ii) Internal Codes adopted:**

Code of Conduct which was formulated has been amended as per the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Board of Directors and Senior Management Personnel of the Company to enhance the standards of ethical conduct and uphold these standards in day-to-day activities, to further achieve good corporate governance and to implement highest degree of transparency, integrity, accountability and corporate social responsibility in all its dealings. The Code is also put up on the Company's website: [www.thomascook.in](http://www.thomascook.in). An affirmation of the Chairman & Managing Director regarding compliance with the Code of Conduct by all the Directors and Senior Management Personnel of the Company is annexed to this report as an Annexure.

## 6. SUBSIDIARY COMPANIES:

During the financial year 2017-18, the Company did not have any Indian unlisted material subsidiary.

The Company monitors the performance of all its subsidiaries, inter alia, by the following means:

- The financial statements, in particular, the investments made by the unlisted Indian subsidiary companies are reviewed by the Audit Committee of the Company as and when required.
- The minutes of the Board Meetings of the subsidiaries are noted at the Board Meetings of the Company.
- A statement containing all significant transactions and arrangements entered into by unlisted subsidiary companies is placed before the Company's Board.

## 7. ANNUAL GENERAL MEETINGS:

### a. Location and time where last three Annual General Meetings were held:

Location	Date	Time	Special resolutions passed at last three Annual General Meetings (AGM)
Pama Thadani Auditorium, Jai Hind College, 'A' road, Churchgate, Mumbai 400 020	August 2, 2017	3.30 p.m.	<ol style="list-style-type: none"> <li>1) Approval for payment of commission to the Non-Executive Directors of the Company as prescribed under the Companies Act, 2013, for the financial year ended March 31, 2017.</li> <li>2) To approve for and ratify remuneration paid to Mr. Madhavan Menon, Chairman and Managing Director (DIN:00008542) for the period from September 12, 2016 to March 31, 2017.</li> <li>3) To approve payment of minimum remuneration to Mr. Madhavan Menon, Chairman and Managing Director (DIN:00008542) in case of inadequacy of profits for the period commencing from April 1, 2017 to August 31, 2019.</li> </ol>
Pama Thadani Auditorium, Jai Hind College, 'A' road, Churchgate, Mumbai 400 020	September 2, 2016	3.30 p.m.	<ol style="list-style-type: none"> <li>1) Alteration of Object Clause of Memorandum of Association of the company</li> </ol>
Pama Thadani Auditorium, Jai Hind College, 'A' road, Churchgate, Mumbai 400 020	August 27, 2015	3.30 p.m.	<ol style="list-style-type: none"> <li>1) Re-appointment of Mr. Madhavan Menon as Managing Director for a period of 5 years and fixing his remuneration.</li> <li>2) Waiver of the excess remuneration paid to Mr. Madhavan Menon, Managing Director, during the period of fifteen months ended March 31, 2015.</li> <li>3) Amendment and Implementation of the Thomas Cook Save As You Earn Scheme, 2010 ('SAYE Scheme').</li> <li>4) Extension of the amended Thomas Cook Save As You Earn Scheme, 2010 ('SAYE Scheme') to the employees of subsidiaries.</li> <li>5) Amendment of the Thomas Cook Employees Stock option Plan, 2007 ('ESOP 2007').</li> <li>6) Extension of the amended Thomas Cook Employees Stock option Plan, 2007 ('ESOP 2007') to the employees of subsidiaries.</li> <li>7) Amendment of the Thomas Cook Employees Stock option Plan, 2013 ('ESOP 2013').</li> <li>8) Extension of the amended Thomas Cook Employees Stock option Plan, 2013 ('ESOP 2013') to the employees of subsidiaries.</li> </ol>

**b. Resolutions passed through Postal Ballot process**

During the financial year under review, the following resolutions were passed by the Company's Shareholders through Postal Ballot:

**1. Postal Ballot Notice dated August 9, 2017 in respect of the following matter:**

Mr. P. N. Parikh [FCS: 327] of Parikh & Associates, Company Secretaries in whole- time practice, Scrutiniser appointed by the Board has submitted his report containing the following result of the postal ballot (physical as well as e-voting) which was declared on September 22, 2017.

Particulars of Resolution	Type of Resolution	No. of votes polled	No. of Votes - in favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled	No. of Invalid Votes
Authority to make loan(s) and/or investment(s) and/or to provide guarantee(s) and/or security(ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case may be.	Special Resolution	284454617	279384613	98.22	5069603	1.78	401

**2. Postal Ballot Notice dated March 1, 2018, in respect of the following matters:**

Mr. P. N. Parikh [FCS: 327] of Parikh & Associates, Company Secretaries in whole- time practice, Scrutiniser appointed by the Board has submitted his report containing the following result of the postal ballot (physical as well as e-voting) which was declared on April 12, 2018.

Particulars of Resolution	Type of Resolution	No. of votes polled	No. of Votes - in favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled	No. of Invalid Votes
Approval of Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 - EXECOM) and issue of Employee Stock Options under the ESOP 2018 – EXECOM to the employees of the Company.	Special Resolution	289993677	278201031	95.93	11791491	4.07	1155
Approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 - EXECOM) to the employees of present and future Subsidiary Companies.	Special Resolution	289993677	278232061	95.94	11760441	4.06	1175
Approval of Thomas Cook Employees Stock Option Scheme 2018 - Management (ESOP 2018 - Management) and issue of Employee Stock Options under the ESOP 2018 – Management to the employees of the Company.	Special Resolution	289993027	278200261	95.93	11791441	4.07	1325

Particulars of Resolution	Type of Resolution	No. of votes polled	No. of Votes - in favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled	No. of Invalid Votes
Approval for extending benefits of Thomas Cook Employees Stock Option Scheme 2018- Management (ESOP 2018 - Management) to the employees of present and future Subsidiary Companies.	Special Resolution	284454216	279384613	95.94	11760496	4.06	1325

#### c. Procedure for Postal ballot

In compliance with Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided electronic voting (e-voting) facility to its members. The Company engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facility to its members. The members had the option to vote either by physical ballot or through e-voting.

The Company dispatched the postal ballot notices and forms along with postage prepaid business reply envelope to its members whose names appeared on the register of members/ list of beneficiaries as on the cut-off date decided by the Board. The postal ballot notice was sent to members in electronic form to the e-mail addresses registered with the depository participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For members whose email ids are not registered, physical copies of the postal ballot notice alongwith forms and prepaid self addressed business reply envelope were sent by permitted mode (i.e through registered post or through courier). The Company had also published a notice in the newspapers declaring the details of completion of dispatch and such other requirements as mandated under the Act and applicable rules.

Voting rights were reckoned on the paid- up value of the equity shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms were requested to return the forms, duly completed and signed, to the scrutiniser on or before the close of the voting period. Members desiring to exercise their votes by electronic mode were requested to vote before the close of the business hours on the last date of the e-voting.

The scrutiniser submitted his report to the Chairman, after the completion of the scrutiny, and the consolidated results of the postal ballot, were then announced by the Chairman. The results were displayed on the Company website [www.thomascook.in](http://www.thomascook.in) and were also put on the notice board of the Company besides being communicated to the Stock Exchanges, Depository and Registrar and Share Transfer Agent. The last date for the receipt of duly completed Postal Ballot forms and e-voting was the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Currently, no special resolution is proposed to be conducted through Postal Ballot. Further, Postal Ballot whenever conducted by the Company will be carried out as per the provisions of the Companies Act, 2013 read with rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable laws, rules and regulations, as amended from time to time

## 8. DISCLOSURES:

- The Company does not have any material related party transactions that may have any potential conflict with the interest of the Company at large. The Policy on dealing with Related Party Transactions is put up on website of the Company on the link <https://resources.thomascook.in/downloads/Related%20Party%20and%20Materiality%20Policy.pdf>
- The Competition Commission of India (CCI), vide its Order dated May 21, 2014 imposed a penalty of Rs. 10 Mn on the parties to the Composite Scheme of Arrangement and Amalgamation between Sterling Holidays Resorts (India) Limited (since amalgamated), Thomas Cook Insurance Services (India) Limited (since renamed as Sterling Holiday Resorts Limited) and the Company. The parties filed an appeal with the Competition Appellate Tribunal (COMPAT) against the said Order. COMPAT by its Order admitted the appeal and set aside the impugned Order. CCI subsequently filed an Appeal against COMPAT's impugned Order before the Hon'ble Supreme Court of India and the Hon'ble Supreme Court of India by its Order dated April 17, 2018 allowed the appeal of the CCI, set aside the Order passed by COMPAT and restored the Order passed by CCI imposing penalty of Rs. 10 Mn with no further costs.

Further, the Company has complied with all the requirements of the Stock Exchanges, SEBI or any other statutory authority(ies) on any matter related to capital markets during the last three years and no other penalties, strictures have been imposed against it in relation to the capital markets by such authorities during such period.

- iii) The Company's accounting policies are in line with generally accepted practices in India and these policies have been consistently adopted & applied and there is no change in these policies during the period.
- iv) The senior management of the Company make timely disclosures to the Board of Directors relating to all material, financial and commercial transactions, where they have personal interest in any transaction or matter that may have a potential conflict with the interest of the Company.
- v) As per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has established a Whistle blower Policy for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct policy. The policy is also put up on the Company's website: [www.thomascook.in](http://www.thomascook.in). This policy also provides for adequate safeguards against victimisation of employees who avail of the mechanism and provides for direct access to the Ombudsperson/Audit Committee Chairman under the Code. No personnel has been denied access to the Audit Committee.
- vi) The Company has fully complied with all the mandatory requirements as stipulated under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges and has also adopted the following Non Mandatory Discretionary requirements as prescribed in Part E of the Schedule II to the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time:
  - The Internal Auditor directly reports to the Audit Committee
  - The Company has appointed separate persons to the post of Chairman and Chief Executive Officer
- vii) Pursuant to Schedule VI, Regulation 39 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 5A of SEBI Listing Agreements, the Company had already sent three (3) reminder letters to those shareholders whose shares are remaining unclaimed and lying with the Company/ Registrars and Share Transfer Agents. Thereafter, equity shares lying unclaimed/ undelivered were transferred to "Thomas Cook - Unclaimed Suspense Account" as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has transferred 100797 Equity shares of 85 shareholders from Thomas Cook - Unclaimed Suspense Account to Investor Education and Protection Fund Authority during the financial year.

Particulars	Number of Shareholders	Number of equity shares
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2017	93	125797
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	00	00
Number of shareholders and shares which were transferred to IEPF Account during the financial year	00	00
Number of shareholders whose shares were transferred to IEPF Account	85	100797
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2018	08	25000

The voting rights on the equity shares outstanding in the aforementioned Suspense Account as on March 31, 2018 shall remain frozen till the rightful owner of such shares claims the shares.

- viii) The Company has issued a formal letter of appointment to Independent Directors of the Company in the manner provided under the Companies Act, 2013 and the terms and conditions of appointment are also disclosed on the Company's website and the weblink thereto is

[https://resources.thomascook.in/downloads/Terms\\_and\\_Conditions\\_Appointment\\_of\\_Independent\\_Director.pdf](https://resources.thomascook.in/downloads/Terms_and_Conditions_Appointment_of_Independent_Director.pdf)

## 9. MEANS OF COMMUNICATION:

- The Unaudited Quarterly Financial Results of the Company to be published in the proforma prescribed by the BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) are approved and taken on record by the Board of Directors of the Company within the statutory timelines. The approved results are forthwith sent to Stock Exchanges in the manner as prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audited Annual Financial Results are submitted within the stipulated period as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Stock Exchanges.
- The quarterly, half yearly and annual financial results of the Company are uploaded on the electronic portals of BSE Limited and The National Stock Exchange of India Limited and the same are also published in English and Marathi Language Newspapers, namely Free Press Journal & Navshakti, respectively.
- The quarterly, half yearly and annual financial results are also hosted on the Company's website [www.thomascook.in](http://www.thomascook.in).



- All the official news releases and presentations on significant developments in the Company are provided to the Stock Exchanges and the press and are also hosted on Company's website.
- The Company ensures that the necessary details pertaining to calls with the analyst or presentations made to the institutional investors are submitted to the Stock Exchanges. It also uploads the same on the website of the Company.
- The results in the prescribed proforma alongwith the detailed press release, if any are circulated in reasonable time in the media ensuring wider publicity.

## 10. THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT FORMS PART OF THE DIRECTORS' REPORT.

## 11. GENERAL SHAREHOLDER INFORMATION:

<b>Annual General Meeting</b>	:	41st Annual General Meeting
<b>Day and Date</b>	:	Thursday, September 27, 2018
<b>Time</b>	:	3.30 p.m.
<b>Venue</b>	:	Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400 020
<b>Financial Year</b>	:	April 1, 2017 to March 31, 2018
<b>Book Closure</b>	:	Friday, September 21, 2018 to Thursday, September 27, 2018 (both days inclusive)
<b>Dividend payment date</b>	:	Thursday, October 11, 2018
<b>Listing on Stock Exchanges</b>		
<b>A. Equity Shares of Rs. 1/- each</b>	:	BSE Limited  1st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Tel.: 022-2272 1233/34 Fax: 022-2272 1919/3027  The National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 Tel.: 022-2659 8100 - 14 Fax: 022-2659 8237/38
<b>Stock Code</b>	:	BSE Limited Securities in - Physical Form No. 413 Scrip Code – 500413 Scrip Name – THOMAS CK IN Scrip Id – THOMASCOOK The National Stock Exchange of India Limited Symbol – THOMASCOOK Series – EQ Scrip Name – THOMAS COOK
<b>ISIN</b>	:	INE332A01027
<b>B. 10.52% Unsecured Redeemable Non Convertible Debentures ('NCDs') of Rs. 10 lakhs each</b>	:	BSE Limited  1st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Tel.: 022-2272 1233/34 Fax: 022-2272 1919/3027  The National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 Tel.: 022-2659 8100 - 14 Fax: 022-2659 8237/38
<b>Stock Code</b>	:	BSE Limited Scrip Id – 1052TCIL18 Scrip Code – 949099 The National Stock Exchange of India Limited Symbol – THOMAS COOK 10.52%2018 Stock Name - DBTHC18
<b>ISIN</b>	:	INE332A08014

**C. 9.37 % Unsecured Redeemable Non Convertible Debentures ('NCDs') of Rs. 10 lakhs each**

: BSE Limited  
1st Floor, New Trading Ring, Rotunda Building,  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001  
Tel.: 022-2272 1233/34  
Fax: 022-2272 1919/3027

The National Stock Exchange of India Limited Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051  
Tel.: 022-2659 8100 - 14  
Fax: 022-2659 8237/38

**Stock Code**

: BSE Limited  
Scrip Id – 937TCIL18I, 937TCIL19II, 937TCIL20III  
Scrip Code – 952673, 952674, 952675  
The National Stock Exchange of India Limited  
Symbol – Thomas Cook 9.37% 2018 SERIES 1,  
Thomas Cook 9.37% 2019 SERIES 2, Thomas Cook 9.37% 2020 SERIES 3  
Stock name – DBTHC18, DBTHC19, DBTHC20

**ISIN**

: INE332A08022, INE332A08030, INE332A08048

**Corporate Identification Number (CIN) :** L63040MH1978PLC020717

The listing fees for the financial year under review has been paid to the Stock Exchanges where the shares and debentures of the Company are listed in respect of all classes of shares and debentures.

**Commodity price risk or foreign exchange risk and hedging activities**

There are various financial instruments available to mitigate the risks of hedging like Spot Deals, Forward Cover, Options and Derivative etc. The Company hedges the Forex exposures by doing Spot deals or Forward Cover as measure for mitigating the Forex Volatility

**CEO and CFO certification**

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certification forms part of the Annual Report.

**Auditors' Certificate on Corporate Governance**

As required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors' Certificate on Corporate Governance forms part of the Annual Report.

**Market Price Data (Equity) :** High, Low and Volume (in equity shares) during each month of the financial year

**BSE Limited (BSE):**

Sr. No.	Month	High (Rs.)	Low (Rs.)	Volume (Equity Shares)
1.	April 2017	232.80	202.35	1513135
2.	May 2017	228.80	202.05	549727
3.	June 2017	252.00	206.25	839853
4.	July 2017	254.50	221.20	727525
5.	August 2017	233.25	211.05	241434
6.	September 2017	255.95	222.50	522808
7.	October 2017	257.55	233.00	318867
8.	November 2017	256.50	221.80	1256218
9.	December 2017	264.95	228.15	677041
10.	January 2018	274.15	233.50	707214
11.	February 2018	249.95	216.00	2145880
12.	March 2018	291.85	238.35	1885912

**The National Stock Exchange of India Limited (NSE):**

Sr. No.	Month	High (Rs.)	Low (Rs.)	Volume (Equity Shares)
1.	April 2017	233.00	201.50	4852783
2.	May 2017	229.00	203.20	4385418
3.	June 2017	251.00	206.10	9462557
4.	July 2017	254.90	220.30	5544237
5.	August 2017	234.00	211.75	6926541
6.	September 2017	256.00	221.70	7791667
7.	October 2017	258.40	233.50	3590198
8.	November 2017	255.70	221.50	10442769
9.	December 2017	265.00	227.05	6757634
10.	January 2018	274.00	232.30	10953483
11.	February 2018	249.00	216.65	6336940
12.	March 2018	291.85	240.00	12131377

**Share Capital Structure:**

Share Capital structure as of May 29, 2018

Authorised Capital:	Rs.	Rs.
Equity Shares:		
1335000000 Equity Shares of Re. 1/- each	1,335,000,000	
Preference Shares:		
250000000 Preference Shares of Rs.10/- each	2,500,000,000	3,835,000,000
Issued, Subscribed and Paid-up Capital:		
Equity Shares:		
370352034 Equity Shares of Re. 1/- each	370,352,034	370,352,034

**Equity share capital history of the Company since inception:**

Particulars of Issue of Capital	Date of allotment/ resolution	No. of shares	Face Value (in Rs.)	Total Value (in Rs.)	Cumulative Paid-up Equity Capital (in Rs.)
Subscription to Memorandum & Articles of Association	November 20, 1978	2	10	20	20
Allotment	March 1, 1979	5	10	50	70
Initial Public Offering	February 18, 1983	699993	10	6,999,930	7,000,000
Bonus Issue (1:2)	February 1, 1988	350000	10	3,500,000	10,500,000
Bonus Issue (1:2)	March 27, 1991	525000	10	5,250,000	15,750,000
Bonus Issue (1:1)	December 28, 1993	1575000	10	15,750,000	31,500,000
Bonus Issue (2:3)	October 11, 1995	2100000	10	21,000,000	52,500,000
Bonus Issue (2:3)	September 12, 1997	3500000	10	35,000,000	87,500,000
Bonus Issue (2:3)	July 27, 2000	5833333	10	58,333,330	145,833,330
Pursuant to the scheme of amalgamation of LKP Forex Limited	February 7, 2007	1494900	10	14,949,000	160,782,330
Sub-division of shares from Rs. 10/- each to Rs. 1/- each	May 14, 2007	-	1	160,782,330	160,782,330
Allotment pursuant to ESOP Scheme 2007	August 26, 2008	13540	1	13,540	160,795,870
Rights Issue (35:100)	January 21, 2009	50650699	1	50,650,699	211,446,569

Particulars of Issue of Capital	Date of allotment/ resolution	No. of shares	Face Value (in Rs.)	Total Value (in Rs.)	Cumulative Paid-up Equity Capital (in Rs.)
Allotments pursuant to ESOP Scheme 2007	January 18, 2010	100000	1	1,00,000	211,546,569
	April 16, 2010	95159	1	95,159	211,641,728
	June 16, 2010	35832	1	35,832	211,677,560
	July 30, 2010	59646	1	59,646	211,737,206
	September 28, 2010	29996	1	29,996	211,767,202
	October 22, 2010	37497	1	37,497	211,804,699
	December 14, 2010	3000	1	3,000	211,807,699
	February 6, 2011	2500	1	2,500	211,810,199
	February 17, 2011	6600	1	6,600	211,816,799
	April 26, 2011	60834	1	60,834	211,877,633
	June 29, 2011	42830	1	42,830	211,920,463
	July 22, 2011	10000	1	10,000	211,930,463
	September 9, 2011	2500	1	2,500	211,932,963
	September 30, 2011	12500	1	12,500	211,945,463
	October 21, 2011	6465	1	6,465	211,951,928
	November 18, 2011	55434	1	55,434	212,007,362
	April 5, 2012	98540	1	98,540	212,105,902
	April 27, 2012	715318	1	715,318	212,821,220
	May 29, 2012	17260	1	17,260	212,838,480
	July 5, 2012	320214	1	320,214	213,158,694
Allotment pursuant to IPP under Chapter VIII-A of SEBI (ICDR) Regulations, 2009	May 7, 2013	34379606	1	34,379,606	247,538,300
Allotments pursuant to ESOP Scheme 2007	July 24, 2013	50000	1	50,000	247,588,300
	October 8, 2013	1	50,000	247,588,300	1325
	October 24, 2013	35000	1	35,000	247,645,897
Allotment pursuant to conversion of 319,765 Class 'B' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each and 271,800 Class 'C' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each into 5,140,000 equity shares of Rs. 1/- each	April 25, 2014	5140000	1	5,140,000	252,820,897
Allotments pursuant to ESOP Scheme 2007	April 17, 2014	11665	1	11,665	252,832,562
	May 21, 2014	413690	1	413,690	253,246,252
Allotments pursuant to Thomas Cook SAYE Scheme 2010	May 21, 2014	414954	1	414,954	253,661,206
	June 20, 2014	19763	1	19,763	253,680,969
Allotments pursuant to ESOP Scheme 2007	July 4, 2014	436416	1	436,416	254,117,385
Allotments pursuant to ESOP Scheme 2007	September 29, 2014	79120	1	79,120	254,196,505
	October 29, 2014	151200	1	151,200	254,347,705
	November 18, 2014	55620	1	55,620	254,403,325
	December 15, 2014	48262	1	48,262	254,451,587
	February 19, 2014	9240	1	9,240	254,460,827
Allotment of 18,270,000 equity shares of Rs. 1/- each on March 9, 2015 to Fairbridge Capital (Mauritius) Limited (FMCL), Promoter of the Company on conversion of 1,827,000 Compulsorily Convertible Preference shares of Rs. 10/- each.	March 9, 2015	18270000	1	18,270,000	272,730,827
Allotments pursuant to ESOP Scheme 2007	April 10, 2015	35000	1	35,000	272,765,827
Allotments pursuant to ESOP Scheme 2007	April 10, 2015	41663	1	41,663	272,807,490
Allotments pursuant to ESOP Scheme 2007	April 10, 2015	15840	1	15,840	272,823,330

Particulars of Issue of Capital	Date of allotment/ resolution	No. of shares	Face Value (in Rs.)	Total Value (in Rs.)	Cumulative Paid-up Equity Capital (in Rs.)
Equity Shares allotted to the shareholders of Sterling Holiday Resorts (India) Limited pursuant to the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited (SHRIL) and Thomas Cook Insurance Services (India) Limited (TCISIL) and Thomas Cook (India) Limited (TCIL) and their respective shareholders and creditors sanctioned by the Hon'ble High Court, Bombay, by its Order dated July 2, 2015 (Composite Scheme)	September 3, 2015	48657929	1	48,657,929	321,481,259
Shares Allotted pursuant to conversion on of CCPS	September 8, 2015	44230000	1	44,230,000	365,711,259
Allotment Pursuant to ESOP Scheme 2007	October 28, 2015	77550	1	77,550	365,788,809
Allotment Pursuant to ESOP Scheme 2007	December 1, 2015	26120	1	26,120	365,814,929
Allotment Pursuant to ESOP Scheme 2007	December 23, 2015	18500	1	18,500	365,833,429
Allotment Pursuant to ESOP Scheme 2007	February 1, 2016	37560	1	37,560	365,870,989
Allotment Pursuant to ESOP Scheme 2007	March 8, 2016	9240	1	9,240	365,880,229
Allotments pursuant to SHRIL ESOS 2012	April 7, 2016	63520	1	63520	365,943,749
Allotments pursuant to ESOP Scheme 2007	May 4, 2016	11880	1	11880	365,955,629
Allotments pursuant to ESOP Scheme 2007	May 17, 2016	17350	1	17350	365,972,979
Allotment Pursuant to SHRIL ESOS 2012	June 6, 2016	30186	1	30186	366,003,165
Allotment Pursuant to ESOP Scheme 2007	June 6, 2016	455500	1	455,500	366,458,665
Allotments pursuant to ESOP Scheme 2007	July 15, 2016	25870	1	25,870	366,484,535
Allotments pursuant to SHRIL ESOS 2012	August 17, 2016	6612	1	6,612	366,491,147
Allotments pursuant to ESOP Scheme 2007	September 19, 2016	28876	1	28,876	366,520,023
Allotment Pursuant to ESOP Scheme 2007	October 20, 2016	124828	1	124,828	366,644,851
Allotment Pursuant to SHRIL ESOS 2012	October 20, 2016	16480	1	16,480	366,661,331
Allotments pursuant to ESOP Scheme 2007	November 21, 2016	12120	1	12,120	366,673,451
Allotments pursuant to SHRIL ESOS 2012	November 21, 2016	3150	1	3,150	366,676,601
Allotments pursuant to ESOP Scheme 2007	January 23, 2017	44442	1	44,442	366,721,043
Allotments pursuant to SHRIL ESOS 2012	January 23, 2017	648	1	648	366,721,691
Allotments pursuant to ESOP Scheme 2007	March 1, 2017	36178	1	36,178	366,757,869
Allotments pursuant to SHRIL ESOS 2012	March 1, 2017	1728	1	1,728	366,759,597
Allotments pursuant to ESOP Scheme 2007	April 18, 2017	15800	1	15,800	366,775,397
Allotments pursuant to ESOP Scheme 2007	April 18, 2017	1000	1	1,000	366,776,397
Allotments pursuant to SHRIL ESOS 2012	April 18, 2017	1620	1	1,620	366,778,017
Allotments pursuant to SHRIL ESOS 2012	April 18, 2017	1350	1	1,350	366,779,367
Allotments pursuant to ESOP Scheme 2007	May 19, 2017	13960	1	13,960	366,793,327
Allotments pursuant to ESOP Scheme 2007	May 19, 2017	18848	1	18,848	366,812,175
Allotments pursuant to SHRIL ESOS 2012	May 19, 2017	4986	1	4,986	366,817,161
Allotments pursuant to SHRIL ESOS 2012	May 19, 2017	1650	1	1,650	366,818,811
Allotments pursuant to ESOP Scheme 2007	June 23, 2017	9680	1	9,680	366,828,491
Allotments pursuant to ESOP Scheme 2007	June 23, 2017	400	1	400	366,828,891
Allotments pursuant to ESOP Scheme 2007	August 14, 2017	2220	1	2,220	366,831,111
Allotments pursuant to ESOP Scheme 2007	August 14, 2017	6550	1	6,550	366,837,661
Allotments pursuant to ESOP Scheme 2007	September 19, 2017	3500	1	3,500	366,841,161
Allotments pursuant to ESOP Scheme 2007	September 19, 2017	72160	1	72,160	366,913,321
Allotments pursuant to SHRIL ESOS 2012	September 19, 2017	5400	1	5,400	366,918,721
Allotments pursuant to SHRIL ESOS 2012	October 12, 2017	5500	1	5,500	366,924,221
Allotments pursuant to SHRIL ESOS 2012	October 12, 2017	486	1	486	366,924,707
Allotments pursuant to ESOP Scheme 2007	November 13, 2017	8533	1	8,533	366,933,240
Allotments pursuant to SHRIL ESOS 2012	November 13, 2017	6190	1	6,190	366,939,430
Allotments pursuant to ESOP Scheme 2007	December 18, 2017	46927	1	46,927	366,986,357
Allotments pursuant to ESOP Scheme 2007	December 18, 2017	20000	1	20,000	367,006,357



Particulars of Issue of Capital	Date of allotment/ resolution	No. of shares	Face Value (in Rs.)	Total Value (in Rs.)	Cumulative Paid-up Equity Capital (in Rs.)
Allotments pursuant to ESOP Scheme 2007	December 18, 2017	11665	1	11665	367018022
Allotments pursuant to SHRIL ESOS 2012	December 18, 2017	4500	1	4500	367022522
Allotments pursuant to SHRIL ESOS 2012	December 18, 2017	17280	1	17280	367039802
Allotments pursuant to ESOP Scheme 2007	January 22, 2018	14965	1	14965	367054767
Allotments pursuant to SHRIL ESOS 2012	January 22, 2018	9700	1	9700	367064467
Allotments pursuant to ESOP Scheme 2013	February 23, 2018	2929489	1	2929489	369993956
Allotments pursuant to ESOP Scheme 2007	February 23, 2018	18150	1	18150	370012106
Allotments pursuant to ESOP Scheme 2007	February 23, 2018	3899	1	3899	370016005
Allotments pursuant to ESOP Scheme 2013	March 8, 2018	162000	1	162000	370178005
Allotments pursuant to ESOP Scheme 2007	March 8, 2018	6300	1	6300	370184305
Allotments pursuant to ESOP Scheme 2007	March 8, 2018	16999	1	16999	370201304
Allotments pursuant to SHRIL ESOS 2012	March 8, 2018	4320	1	4320	370205624
Allotments pursuant to SHRIL ESOS 2012	March 8, 2018	1750	1	1750	370207374
Allotments pursuant to ESOP Scheme 2007	April 17, 2018	64132	1	64132	370271506
Allotments pursuant to SHRIL ESOS 2012	April 17, 2018	7560	1	7560	370279066
Allotments pursuant to ESOP Scheme 2007	May 28, 2018	65268	1	65268	370344334
Allotments pursuant to SHRIL ESOS 2012	May 28, 2018	7700	1	7700	370352034

#### Preference share capital history of the Company since inception:

Class of preference shares	Date of Allotment	No. of preference shares allotted	Face Value	No. of meetings attended
Class 'A' 4.65% Cumulative Non Convertible Redeemable Preference Shares of Rs. 10/- each*	February 7, 2007	103284000	10	January 30, 2008
Class 'B' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each**	February 7, 2007	319765	10	April 25, 2014
Class 'C' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each**	February 7, 2007	271800	10	April 25, 2014
1% Cumulative Non Convertible Redeemable Preference Shares of Rs. 10/- each***	January 29, 2008	105000000	10	January 29, 2009
Compulsorily Convertible Preference shares of Rs. 10/- each (CCPS)#	March 13, 2014	6250000	10	September 8, 2015
Non Convertible Cumulative Redeemable Preference Shares@	December 1, 2015	125000000	10	December 28, 2017

\*As per the Scheme of Amalgamation, 103284000 Class 'A' 4.65% Cumulative Non Convertible Redeemable Preference Shares of Rs. 10/- each amounting to Rs. 1,032,840,000/- were allotted on February 7, 2007 and were redeemed on January 30, 2008 out of the proceeds of 1% Cumulative Non Convertible Redeemable Preference Shares of Rs. 10/- each allotted on January 29, 2008.

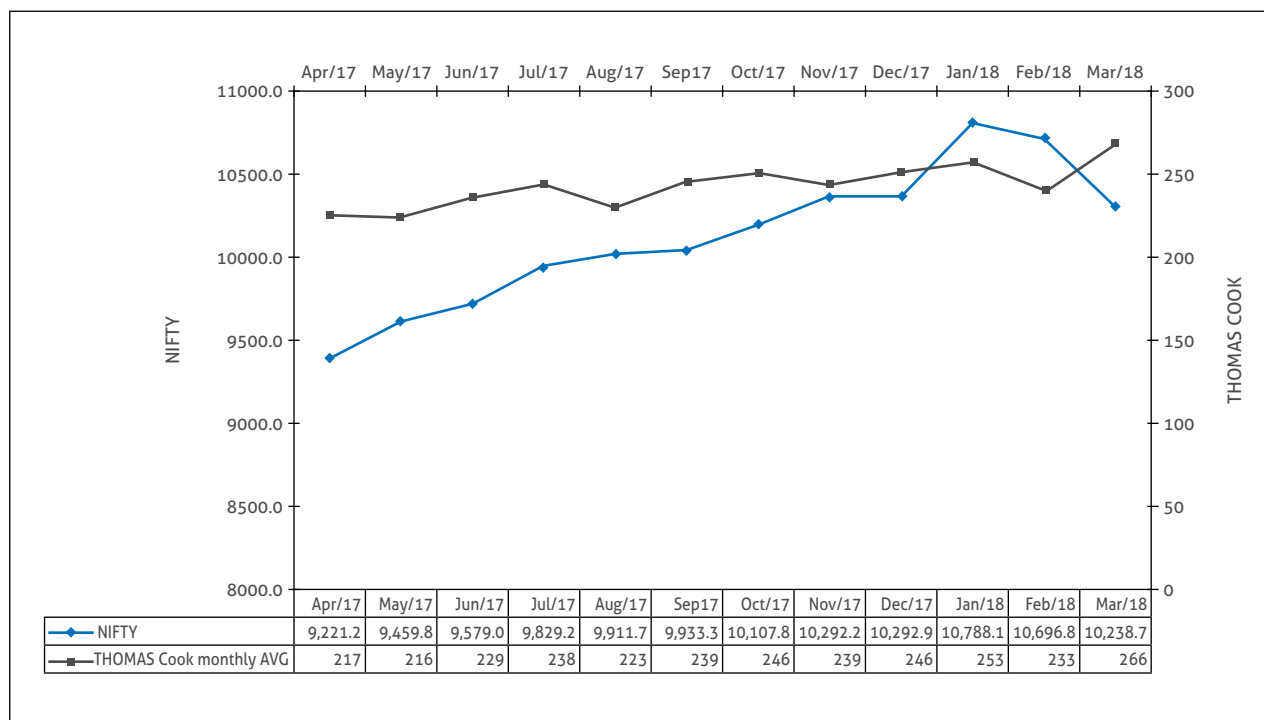
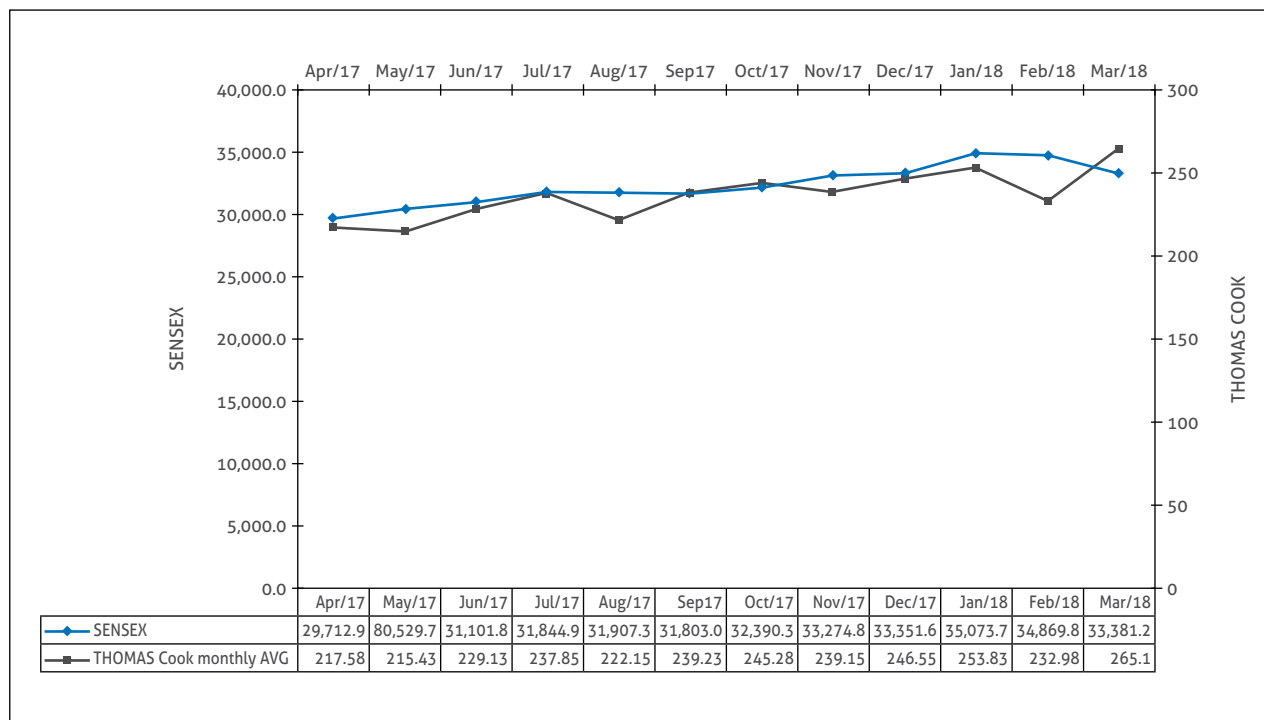
\*\* 319765 Class 'B' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each and 271800 Class 'C' 0.001% Cumulative Convertible / Redeemable Preference Shares of Rs. 10/- each were converted on April 25, 2014 into 5140000 equity shares of Rs. 1/- each.

\*\*\* 105000000 1% Cumulative Non Convertible Redeemable Preference Shares of Rs. 10/- each amounting to Rs. 1,050,000,000/- were allotted on January 29, 2008 and were redeemed on January 29, 2009 out of the proceeds of the Rights Issue of Equity Shares of Rs. 1/- each allotted on January 21, 2009.

#6250000 Compulsorily Convertible Preference Shares of Rs. 10/- each (CCPS) were allotted on March 13, 2014 out of which 1827000 CCPS of Rs. 10/- each were converted into 18270000 equity shares of Rs. 1/- each on March 9, 2015 and allotted to Fairbridge Capital (Mauritius) Limited (FMCL), Promoter of the Company. The remaining 4423000 CCPS of Rs. 10/- each were converted into 44230000 equity shares of Rs. 1/- each on September 8, 2015 and allotted to Fairbridge Capital (Mauritius) Limited (FMCL), Promoter of the Company.

@ 125000000 Non Convertible Cumulative Redeemable Preference Shares of Rs. 10/- each amounting to Rs. 1,250,000,000/- which were issued and allotted on private placement basis on December 1, 2015 were redeemed at par on December 28, 2017 as per the applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, and other applicable laws, rules and regulations.

## Performance in comparison to broad-based indices such as BSE Sensex (SENSEX), NSE CNX Nifty



**Registrars & Share Transfer Agents :** TSR Darashaw Limited,  
 6-10, Haji Moosa Patrawala Indl. Estate 20,  
 Dr. E Moses Road, Mahalakshmi,  
 Mumbai 400 011 Tel: +91 22 6656 8484  
 Fax: +91 22 6656 8494  
 Email Id: csg-unit@tsrdarashaw.com  
 Website: www.tsrdarashaw.com

### Transfer to Investor Education and Protection Fund (IEPF)

In terms of the provisions of Section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, Rs. 2,40,839/- of unpaid / unclaimed dividends and 307354 equity shares were transferred during the financial year 2017-18 to the Investor Education and Protection Fund.

The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company which can be accessed through the following weblink <https://www.thomascook.in/unclaimed-dividend>.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 02, 2017 (date of last AGM) on the Company's website which can be accessed through the following weblink <https://resources.thomascook.in/downloads/Unpaid%20Dividend%20List%20for%202017.pdf> and of the Ministry of Corporate Affairs website at [www.iepf.gov.in](http://www.iepf.gov.in).

### Share Transfer System:

The Share Transfer is normally effected within a maximum period of 15 days from the date of receipt, if all the required documentation is submitted. The Company Secretary & Compliance Officer has been given the authority by the Board of Directors to approve the share transfers. The Stakeholders Relationship Committee notes the approval of the same in the subsequent meeting(s). The Committee approves the issuance of duplicate share certificate, split, consolidation, etc. as per the request received.

#### I. (a) Distribution of Equity shareholding as on March 31, 2018:

Range of Holding	No. of Shares	Amount (Rs.)	% to Capital	No. of Shareholders	% to Shareholders
1 to 5000	15,899,792	15,899,792	4.29	46,314	96.95
5001 to 10000	5,134,654	5,134,654	1.39	725	1.52
10001 to 20000	5,612,124	5,612,124	1.52	443	0.93
20001 to 30000	2,077,522	2,077,522	0.56	86	0.18
30001 to 40000	1,214,262	1,214,262	0.33	35	0.07
40001 to 50000	1,183,662	1,183,662	0.32	26	0.05
50001 to 100000	3,357,449	3,357,449	0.91	48	0.10
Greater than 100000	335,727,909	335,727,909	90.68	95	0.20
<b>Total</b>	<b>370,207,374</b>	<b>370,207,374</b>	<b>100.00</b>	<b>47,772</b>	<b>100.00</b>

#### (b) Categories of Equity Shareholders as on March 31, 2018:

Sr. No.	Shares held by	No. of shares held	% of Shareholding
1	Foreign Holdings		
	a. Foreign Collaborators	248153725	67.03
	b. Foreign Institutional Investors	23762780	6.42
	c. Overseas Corporate Bodies	0	0.00
	d. Other NRI's	1354934	0.36
	<b>Total (a+b+c+d)</b>	<b>273271439</b>	<b>73.81</b>
2	Govt. /Govt. Sponsored Financial Institutions / Nationalised Banks	9780	0.00
3	Foreign Banks	1620	0.00
4	Other Banks	211548	0.06
5	Mutual funds	42780118	11.56
6	Insurance Companies	7243166	1.96
7	Bodies Corporate	6038641	1.63
8	Alternate Investment Funds	3464892	0.94
9	Body Corporate-NBFC	510367	0.14
10	Other Directors & their Relatives	1304165	0.35
11	Trusts	54282	0.01
12	IEPF Suspense A/C	307354	0.08
13	Other Resident Individuals	35010002	9.46
	<b>Grand Total</b>	<b>370207374</b>	<b>100.00</b>

## c) Dematerialisation of Equity shares and liquidity Status of dematerialisation as on March 31, 2018:

Particulars	No. of shares	% to Capital	No. of Accounts
National Securities Depository Limited	355368286	95.99	26,103
Central Depository Services (India) Limited	12000484	3.24	13,127
<b>Total Dematted (A)</b>	<b>367368770</b>	<b>99.23</b>	<b>39,230</b>
Physical (B)	2838604	0.77	8542
<b>Total (A + B)</b>	<b>370207374</b>	<b>100.00</b>	<b>47,772</b>

## (d) Top 10 Equity Shareholders as on March 31, 2018:

(Other than Promoters, Directors, their relatives and Associates)

Name(s) of Shareholders	Category (as per Depository)	No. of shares held	% to Capital
ICICI Prudential Mutual Funds & Groups	Mutual Funds	24196441	6.54
Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Mutual Funds	Mutual Funds	18058486	4.88
ICICI Prudential Life Insurance Company Limited	Insurance Companies	7243166	1.96
Kotak Mahindra (International) Limited	Foreign Portfolio Investors (Corporate)	4331270	1.17
Government Pension Fund Global	Foreign Portfolio Investors (Corporate)	3138606	0.85
India Whizdom Fund	Alternate Investment Fund	2975750	0.80
Kuwait Investment Authority Fund 225	Foreign Portfolio Investors (Corporate)	2559413	0.69
Ramesh Ramanathan	Resident Individual	2310506	0.62
The Board Of Regents Of The University Of Texas System - Ut Saga Tree Llc	Foreign Portfolio Investors (Corporate)	1999354	0.54
Bright Star Investments Pvt Ltd	Bodies Corporate	1674400	0.45
<b>Total</b>		<b>68487392</b>	<b>18.50</b>

## Outstanding Debt/ GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity:

## I. Convertible Preference Shares:

No convertible preference shares were outstanding as on March 31, 2018.

## II. Non Convertible Debentures:

## a. 10.52% Unsecured Redeemable Non Convertible Debentures

During the year 2013, the Company issued and allotted 10.52% 1000 Unsecured Redeemable Non Convertible Debentures ('NCDs') of Rs. 10 lakh each, aggregating to Rs. 1000 Mn on private placement basis. Out of total NCDs issued and allotted, 333 NCDs were redeemed on 15th April, 2016 (under Tranche I), 333 NCDs were redeemed on April 15, 2017 (under Tranche II) and 334 NCDs which were outstanding as on March 31, 2018 were subsequently redeemed on April 15, 2018 (under Tranche III) in accordance with the terms of the Information Memorandum.

## b. 9.37% Unsecured Redeemable Non Convertible Debentures

The Company had issued & allotted following 9.37% 1000 Unsecured Redeemable Non Convertible Debentures ('NCDs') of Rs. 10 lakhs each, aggregating to Rs. 100 Crores on Private placement basis during the financial year 2015-16.

Particulars	Series I	Series II	Series III
Issue price	Rs. 10 lakhs each	Rs. 10 lakhs each	Rs. 10 lakhs each
No of debentures	333	333	334
Issue size	Rs. 33 Crores	Rs. 33 Crores	Rs. 34 Crores
Rate of Interest	9.37% p.a.	9.37% p.a.	9.37% p.a.
Period (Tenure)	36 Months	48 Months	60 Months

Particulars	Series I	Series II	Series III
Date of Redemption	August 31, 2018	August 30, 2019	August 31, 2020
Trustees	IDBI Trusteeship Services Limited having its registered office at Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001. Tel: +91-22-4080 7008 Fax: +91-22-6631 1776 Website: <a href="http://www.idbitrustee.com">http://www.idbitrustee.com</a>	IDBI Trusteeship Services Limited having its registered office at Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001. Tel: +91-22-4080 7008 Fax: +91-22-6631 1776 Website: <a href="http://www.idbitrustee.com">http://www.idbitrustee.com</a>	IDBI Trusteeship Services Limited having its registered office at Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001. Tel: +91-22-4080 7008 Fax: +91-22-6631 1776 Website: <a href="http://www.idbitrustee.com">http://www.idbitrustee.com</a>

The aforesaid NCD's are currently listed on the BSE Limited ('BSE') & The National Stock Exchange of India Limited ('NSE').

**Plant Locations:**

The Company does not carry on any manufacturing activities. The Company offers its existing range of services of Foreign Exchange, Corporate Travel, Leisure Travel (Inbound & Outbound), MICE, Insurance, Visa & Passport Services and Call Centre through its wide network across India and through its subsidiaries in Mauritius, Sri Lanka and Hong Kong.

**Address for correspondence:**

**Registered Office:**

Thomas Cook (India) Limited,  
Thomas Cook Building, Dr. D. N. Road,  
Fort, Mumbai – 400 001  
Tele: +91 22 4242 7000  
Fax: +91 22 2302 2864

For grievance redressal / for registering complaints by investors/ shareholders, please contact:

E-mail: [sharedept@in.thomascook.com](mailto:sharedept@in.thomascook.com)

**FOR AND ON BEHALF OF THE BOARD**

**Madhavan Menon**  
Chairman & Managing  
Director  
DIN: 00008542

**Mahesh Iyer**  
Executive Director  
& Chief Executive Officer  
DIN: 07560302

Place: Mumbai  
Dated: May 29, 2018

# Certificate on Corporate Governance

To the Members of

**Thomas Cook (India) Limited**

We have examined the compliance with conditions of Corporate Governance by Thomas Cook (India) Limited ('the Company'), for the financial year ended on 31st March, 2018, as per Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance with conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Listing Regulations during the financial year ended 31st March, 2018.

We further report that the Hon'ble Supreme Court of India by its Order dt April 17, 2018 set aside the Order passed by Competition Appellate Tribunal (COMPAT) and restored the Order passed by Competition Commission of India (CCI) imposing penalty of Rs. 1 crore with no costs.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and shall not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

**For Keyul M. Dedhia & Associates**

*Company Secretaries*

**Keyul M. Dedhia**

Proprietor

FCS No: 7756

COP No: 8618

Mumbai, May 29, 2018



# CEO/ CFO Certification

Pursuant to Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Board of Directors  
Thomas Cook (India) Limited  
Thomas Cook Building  
Dr. D. N. Road, Fort,  
Mumbai – 400 001

This is to certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2018 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- (d) We have indicated, wherever applicable, to the Auditors and Audit Committee:
  - (i) significant changes, if any, in internal control over financial reporting during the financial year;
  - (ii) significant changes, if any, in accounting policies during the financial year and that the same have been disclosed in notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Thomas Cook (India) Limited**

**Mahesh Iyer**

*Executive Director & Chief Executive Officer*

Place: Mumbai

Dated: May 29, 2018

**For Thomas Cook (India) Limited**

**Brijesh Modi**

*Chief Financial Officer*

Place: Mumbai

Dated: May 29, 2018

## **Declaration regarding compliance by Board Members and Senior Management Personnel with the Company's code of conduct**

This is to confirm that all the Members of the Board and Senior Management personnel have affirmed compliance with the Company's Code of Conduct for the year ended March 31, 2018.

**For Thomas Cook (India) Limited**

**Madhavan Menon**

*Chairman & Managing Director*

*DIN: 00008542*

Place: Mumbai

Dated: May 29, 2018

# Business Responsibility Report

## Section A: General Information about the Company

Sr. No.	Particulars	Company Information			
1.	Corporate Identification Number ("CIN") of the Company	L63040MH1978PLC020717			
2.	Name of the Company	Thomas Cook (India) Limited			
3.	Registered Office & Corporate Office	Reg off: Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai 400 001 Corp off: A Wing, Marathon FutureX, N.M. Joshi Marg, Lower Parel, Mumbai 400 013			
4.	Website	www.thomascook.in			
5.	E-mail ID	sharedept@in.thomascook.com			
6.	Financial year reported	April 1, 2017 – March 31, 2018			
7.	Sector(s) that the Company is engaged in (industrial activity code-wise) as per the National Industrial Classification codes of 2008	Description	Industrial Activity Code		
			Group	Class	Sub-class
		Travel & Related Services	522	5229	52291
		Financial Services	649	6499	64990
8.	List three key products/services that the Company manufactures/provides (as in balance sheet)	Travel & Related Services and Financial Services			
9.	Total number of locations where business activity is undertaken by the Company				
	(a) Number of International Locations (Provide details of major 5)	Thomas Cook (India) Limited along with its subsidiaries carries out business activities from various locations including Mauritius, Sri Lanka, Cambodia, China, Indonesia, Laos, Malaysia, Myanmar, Singapore, Thailand, Vietnam, Kenya, South Africa, Namibia, UAE, Muscat, Qatar, Bahrain, Jordan, USA, Nepal and Hongkong and is supported by a strong partner network of 194 Gold Circle Partners and 124 General and Preferred Sales Agents in 141 cities across India, UAE, Oman, USA, U.K, Canada, Nepal, Sri Lanka, Kenya, Nigeria, Saudi Arabia, Tanzania, Australia, Kuwait, Bahrain, Qatar, Hongkong, Canada & South Africa.			
	(b) Number of National Locations	The Company has presence in over 261 locations including (26) Airport counters, (9) extension counters- malls and (2) hospitals in India and 194 Gold Circle Partners.			
10.	Markets served by the Company	Thomas Cook (India) Limited serves customers in national and international locations.			

## Section B: Financial Details of the Company

Sr. No.	Particulars	Company Information (Rs. In Mn)
1.	Paid up Equity Share Capital as on March 31, 2018	Rs. 370.2
2.	Total Turnover	Rs. 19,032.2
3.	Profit/ (Loss) after Tax	Rs. 5,314.3
4.	Total amount spent on Corporate Social Responsibility ("CSR")	
	a) in Rupees	a. Rs. 4.6
	b) As a percentage of profit after tax (%)	b. 0.09%
5.	List the activities, in which expenditure in 4 above, has been incurred	Please refer Report on Corporate Social Responsibility which is Annexure 2 of the Directors Report.

## Section C: Other Details

1. Does the Company have any Subsidiary Company/ Companies?
  - Yes, the details of the list of subsidiaries can be found in Annexure 4 of the Directors Report of the Company and forms part of the Annual Report.
2. Do the Subsidiary Company/Companies participate in the Business Responsibility ("BR") Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(ies)
  - Yes, two subsidiary companies participate in the BR initiatives of Thomas Cook (India) Limited.
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]
  - No

## Section D: Business Responsibility (BR) Information

### 1. Details of Director/Directors responsible for BR

- a. Details of the Director/Directors responsible for implementation of the BR policy/policies

Sr. No.	Particulars	Company Information
1.	DIN Number	00008542
2.	Name	Madhavan Menon
3.	Designation	Chairman & Managing Director

- b. Details of BR head :

Sr. No.	Particulars	Company Information
1.	DIN Number (if applicable)	07560302
2.	Name	Mahesh Iyer
3.	Designation	Executive Director & Chief Executive Officer
4.	Telephone Number	+91-22-4242 7000
5.	e-mail ID	sharedept@in.thomascook.com

- c. (i) **Principle-wise (as per National Voluntary Guidelines (NVGs)) Business Responsibility Policy/policies**

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

- P1 Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
- P2 Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
- P3 Businesses should promote the well-being of all employees.
- P4 Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.
- P5 Businesses should respect and promote human rights.
- P6 Businesses should respect, protect, and make efforts to restore the environment.
- P7 Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
- P8 Businesses should support inclusive growth and equitable development.
- P9 Businesses should engage with and provide value to their customers and consumers in a responsible manner.

Sr. No.	Questions	Business Ethics	Product Responsibility	Wellbeing of employees	Stakeholders	Human Rights	Environment	Public Policy	CSR	Customer relations
1.	Do you have policy/policies for ....	Y	N	Y	Y	Y	Y	N	Y	N
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	N	Y	Y	Y	Y	N	Y	N
3.	Does the policy conform to any national/ international standards? If yes, specify? (50 words)	Y	N	Y	Y	Y	Y	N	Y	N
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/ owner/CEO/appropriate Board Director?	Y	N	Y	Y	Y	Y	N	Y	N

Sr. No.	Questions	Business Ethics	Product Responsibility	Wellbeing of employees	Stakeholders	Human Rights	Environment	Public Policy	CSR	Customer relations
5.	Does the Company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?	Y	N	Y	Y	Y	Y	N	Y	N
6.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	N	Y	N	Y	Y	N	Y	N
		Internal policies have been communicated to all stakeholders and the same is available on the Company's website. Mandatory policies are available on the Company's website at the following weblink: <a href="https://www.thomascook.in/speeches-presentation">https://www.thomascook.in/speeches-presentation</a>								
7.	Does the Company have in-house structure to implement the policy/policies?	Y	N	Y	N	Y	Y	N	Y	N
8.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	N	Y	N	Y	Y	N	Y	N
		The whistle blower mechanism provides employees to report any concerns and grievances pertaining to any potential or actual violation of the Company's Code of Conduct, which covers majority of the aspects of the Business Responsibility Report. Each of the policies formulated by the Company has an in-built grievance redressal mechanism.								
9.	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Y	N	Y	Y	Y	Y	N	Y	N
		The implementation of the Company's Code of Conduct and other policies are reviewed through internal audit function.								

(ii) If answer to No. 1, against any principle is 'No', please explain why: (Tick up to 2 options)

Sr. No.	Questions	Business Ethics	Product Responsibility	Well-being of employees	Stakeholders	Human Rights	Environment	Public Policy	CSR	Customer relations
1	The Company has not understood the Principles	-	Note	-	-	-	-	Note	-	Note
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principle	-		-	-	-	-		-	
3	The Company does not have financial or manpower resources available for the task	-		-	-	-	-		-	
4	It is planned to be done within next 6 months	-		-	-	-	-		-	
5	It is planned to be done within the next 1 year	-		-	-	-	-		-	
6	Any other reason (please specify)	-		-	-	-	-		-	

**Note-** The aspects outlined for Principle 2, Principle 7 and Principle 9 are not relevant to the Company given the nature of business and industry in which it operates. Further, the impact of the Company's operations on the environment is negligible. The Company does make necessary suggestions as and when required for envisaging and supporting environmental causes and social welfare. Further, the Company always strives to have a cordial relationship with its customers and other stakeholders.

**d. Governance related to Business Responsibility (BR):**

Information with reference to BR framework:

Sr. No.	Particulars	Company Information
1	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO meet to assess the BR performance of the Company	Half Yearly
2	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	Yes, the Company publishes its Business Responsibility Report annually. The Company's Business Responsibility Report for the financial year 2017-18 is available on <a href="https://www.thomascook.in/annual-report">https://www.thomascook.in/annual-report</a> .

## Section E: Principle – wise Performance

### Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability

Information with reference to BR framework:

Sr. No.	Questions	Information
1.1	Name of the policy/policies governing the principle	Values that Work...at Work Policy governs all subsidiaries
1.2	Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No.  Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors/NGOs /Others?	Thomas Cook (India) Limited Business Ethics and Integrity policies which form part of Values that Work...at Work Policy apply to all employees of the Company including those of its subsidiaries in India and Abroad. It also extends to the consultants, agents, distributors, independent contractors and such other stakeholders associated with the Company.
1.3	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	In relation to the policies governing the principal of ethics, transparency and accountability, there were 3 complaints received from various stake holders during the financial year 2017-18, all of which were satisfactorily resolved as on March 31, 2018.

### Principle 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

Information with reference to BR framework:

Sr. No.	Questions	Information
2.1	Name of the policy/policies governing the principle	The Company given its nature of business and industry in which it operates does not have a specific policy governing the principle.
2.2	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/ or opportunities.	<p>Following are the three products/services provided by the Company that results in social good :</p> <ol style="list-style-type: none"> <li> <b>Holiday Savings Account</b>   The Company had launched this path-breaking product in 2015 which allowed customers to break the cost of the holiday into 12 installments and save for it every month via Recurring Deposit Account with a bank that the Company is associated with. The product was very well received. The Company on receiving an encouraging response had also launched another variation of Holiday Savings Account in November 2016 where a customer can open a Recurring Deposit Account and save for a holiday. This feature allows the customer to select from a bigger bouquet of packages. In the Financial year 2016- 17 the Company had added 7132 Recurring Deposits, with over 15000 customers who have booked a holiday to travel next year. This product has helped customers from every segment of the society to get benefits of the various holiday packages offered by the Company by saving a small portion of their earnings on a regular basis.   The Company is now associated with 6 banking partners for the said purpose which includes IndusInd Bank, ICICI Bank, State Bank of India, Kotak Mahindra Bank, Andhra Bank and Bank of Baroda with the last two being new additions this financial year. </li> <li> <b>Centre of Learning</b>   The primary objective of Centre of Learning is to proactively facilitate talent management and to grow, harness and nurture the skill sets required for the Tourism and Travel Industry. Centre of Learning serves as a guide and mentor to the travel industry via several forums, industry meets and associated education programs like: Certificate Course in World Tour Management, Advance Diploma in Travel &amp; Tourism Management, International Air Transport Association – Foundation/ Consultant Course, Travel Professional Program – A Post Graduate Diploma in Travel and Tourism Management. Over 350 students were certified by the Centre for various programs during FY 2017-18. </li> </ol>

Sr. No.	Questions	Information
		<p><b>3. Travel Quest Quiz platform</b></p> <p>Travel Quest, one of the fastest growing business of your Company, caters to study tours across a range of educational institutions – from schools and colleges, to management and technical institutes. The Travel Quest itineraries are co-curated by your Company's experts together with faculty and customised basis the specific requirements of the institution. Innovative itineraries curated by the Travel Quest Team incorporate unique experiential/ hands-on learning opportunities, coupled with fun elements. Travel is indeed the best teacher and such study tours offer students a two pronged benefit: a practical facet to their theoretical knowledge along with valuable global exposure. School students enjoy a fun way of learning with inclusions like behind-the-scene tours at theme parks, chocolate/cheese making lessons, interactions with rocket-scientists at a space centre in USA/ Europe, etc. Over FY 2016-17, in addition to schools of K-12, your Travel Quest business has forayed into institutes that focus on specialisation in architecture, management, Food &amp; Beverage, engineering, automobiles and languages.</p> <p>Travel Quest has signed agreements with the Euro Space Centre, Singapore Science Centre that offer direct access and contracting. Key customers of the Travel Quest business for the year ended March 31, 2018 have been Campion School, Hiranandani School, D.Y. Patil Institute of Management, Xavier's College, Oak Ridge High Chain of Institutions, Sai International School, Pawar Public School, Johnson Grammar School, Delhi Public School(s) &amp; St. Joseph College of Commerce.</p>
2.3	<p>For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):</p> <p>(a) Reduction during sourcing/ production/ distribution achieved since the previous year throughout the value chain?</p> <p>(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?</p>	<p>For providing the above mentioned products/services namely Holiday Savings Account, Centre of Learning and Travel Quest Quiz Platform the Company does not directly use any resources i.e. energy, water, raw material etc. Hence this is not applicable to the Company.</p>
2.4	<p>Does the Company have procedures in place for sustainable sourcing (including transportation)?</p> <p>(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.</p>	<p>Given the nature of Industry, impact of the Company's operations on the environment is negligible. In the process of selecting business plans/ services required, vendors are first evaluated through a set of prequalification criteria. Qualification criteria includes the responsibility of business towards the society and environment.</p>
2.5	<p>Has the Company taken any steps to procure goods and services from local &amp; small producers, including communities surrounding their place of work? If yes, then what steps have been taken to improve the capacity and capability of local and small vendors?</p>	<p>The Company through its subsidiaries and branches has global presence. The management believes in inclusive growth and encourages procuring goods and services from local vendors.</p> <p>Further, being in the business of Travel and Tourism, the Company relies on the local suppliers/ vendors and business partners across India for its inbound domestic business. Service selection is driven by open, transparent and non-discriminatory procurement principle.</p>
2.6	<p>Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as &lt;5%, 5%-10%, &gt;10%) ? Also, provide details thereof, in about 50 words or so.</p>	<p>The Company operates in Travel and Tourism industry and hence the products and services provided by the Company do not generate any waste which requires recycling. The Company however ensures that the waste generated across its offices around the globe are disposed off as per the required and applicable waste disposal norms.</p>



### Principle 3: Business should promote the wellbeing of all employees.

Information with reference to BR framework:

Sr. No	Questions	Information
3.1	Name of the policy/policies governing the principle	Values that Work...at Work Policy and Policy for Respect At Work
3.2	Please indicate the Total number of employees of the Company	2422
3.3	Please indicate the Total number of temporary/contractual employees of the Company	206
3.4	Please indicate the Number of permanent women employees	615
3.5	Please indicate the Number of permanent employees with disabilities	3
3.6	Do you have an employee association that is recognised by management?	Yes, the Company has two Unions.
3.7	What percentage of your permanent employees are members of this recognised employee association?	0.0078%
3.8	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	During the financial year under review, the Company has not received any complaints under the Prevention of Sexual Harassment Policy which forms part of Policy for Respect At Work and in relation to child labour, forced labour, involuntary labour and/or discriminatory employment.
3.9	What percentage of your under mentioned employees were given safety & skill upgradation training in the last year? a) Permanent Employees b) Permanent Women Employees c) Causal/ Temporary/ Contractual Employees d) Employees with Disabilities	The Company organises several training programs for all its employees through various functional modules from time to time.

### Principle 4: Business should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

Information with reference to BR framework:

Sr. No.	Questions	Information
4.1	Name of the policy/policies governing the principle	Corporate Social Responsibility ("CSR") Policy
4.2	Has the Company mapped its internal and external stakeholders? Yes/No	Yes. The Company has mapped its internal and external stakeholders in a structured way and carries out engagements with investors, employees, customers, suppliers, the government, regulatory authorities, trade unions and local community. The Company follows a system of timely feedback and response through formal and informal channels of communication to ensure that the stakeholders information remains current and updated.
4.3	Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders?	Yes, the Company has identified disadvantaged, vulnerable & marginalised stakeholders by assessing their financial capabilities and standard of living conditions.  Based on this identification, the Company has mapped its target beneficiary groups for its CSR initiatives. These include the rural and less privileged people who cannot afford dialysis at hospitals.
4.4	Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so.	The Company supports the worthy cause of creating a sustainable & free/affordable dialysis access at remote areas of India having limited dialysis infrastructure through the "Project Dialysis". It has deployed 35 dialysis machines till date to various hospitals across Nagaland, Meghalaya, Arunachal Pradesh, Odisha, Jammu & Kashmir, Chhattisgarh, Andhra Pradesh, Uttar Pradesh and Tamil Nadu. The Company through Fairfax India Charitable Foundation has supported over 10834 free/affordable dialysis sessions.  In line with the Government of India's Swachh Bharat Abhiyan, the Company has maintained the prefabricated toilet units installed at Kandhal Road, Ooty.

**Principle 5: Businesses should respect and promote human rights.**

Information with reference to BR framework:

Sr. No.	Questions	Information
5.1	Name of the policy/policies governing the principle	Values that Work...at Work Policy
5.2	Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?	<p>The Company makes efforts to ensure that employees and other stakeholders are always treated with humanity, dignity and respect. Thomas Cook (India) Limited has a global presence and it is the philosophy of the Company that the organisation gets stronger because of the diversity of the employees.</p> <p>Thomas Cook's Code of Conduct covers the guidelines on Human rights and forbids discrimination or harassment based on an individual's race, colour, religion, gender, age and national origin etc. It is applicable all across the Group Companies. Employees and stakeholders have been provided many avenues to speak up fearlessly and to report any violations of the Code, or to share their concerns confidentially through various modes as per the Code.</p>
5.3	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	No complaint was received in relation to violation of human rights during the FY 2017-18.

**Principle 6: Business should respect, protect, and make efforts to restore the environment.**

Information with reference to BR framework:

Sr. No.	Questions	Information
6.1	Name of the policy/policies governing the principle	Values that Work...at Work Policy and Corporate Social Responsibility Policy
6.2	Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/ Contractors/NGOs/others.	The Company's Values that Work...at Work Policy extends to all the employees of the organisation including the subsidiaries.
6.3	Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Yes/No. If yes, please give hyperlink for webpage etc.	<p>The Company is committed to conduct its business in a sustainable manner. However, being into Travel &amp; Tourism industry, the Company through its operation has minimal impact on the environment.</p> <p>With a view to positively contribute to the environment the Company supports the Go Green initiative of the Ministry of Corporate Affairs', whereby the Company makes provision for electronic communication of the Annual Reports and other documents to the shareholders. The Company also maintains most of the records in digital mode/electronic mode with the motive of saving paper.</p> <p>The Company has started using LED light fixtures for all new branches. Also, in all cases where there was a need of replacement, LED Lightings were used.</p> <p>The Company also uses VRV / VRF AC units which runs on R410 Refrigerant (environmental friendly) at its Registered Office, Corporate Office and new regional offices setup during the financial year.</p>

Sr. No.	Questions	Information
6.4	Does the Company identify and assess potential environmental risks? Yes/No	The Company being into Travel & Travel Related services and Financial services, it doesn't directly impact the environment in any way.
6.5	Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	
6.6	Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc ? Yes/No. If yes, please give hyperlink for web page etc.	
6.7	Are the Emissions/Waste generated by the Company within the permissible limits given by Central Pollution Control Board (CPCB)/ State Pollution Control Board (SPCB) for the financial year being reported?	
6.8	Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on the end of Financial Year.	

**Principle 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner.**

Information with reference to BR framework:

Sr. No.	Questions	Information
7.1	Name of the policy/policies governing the principle	The Company given its nature of business and industry in which it operates does not have a specific policy governing the principle.
7.2	Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.	Yes. The Company is a member of certain key Indian and Global Industry Associations. Some of these are mentioned below: <ul style="list-style-type: none"> <li>Bombay Chamber of Commerce</li> <li>International Air Transport Association</li> <li>Travel Agents Federation of India</li> <li>Outbound Tour Operators Association of India</li> </ul>
7.3	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/ No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	The Company understands the improvement and advancements of the industry in interest of public good. Our endeavour is to co-operate with all Government bodies and policy makers in this regard.

**Principle 8: Businesses should support inclusive growth and equitable development.**

Information with reference to BR framework:

Sr. No.	Questions	Information
8.1	Name of the policy/policies governing the principle	Corporate Social Responsibility Policy
8.2	Does the Company have specified programmes/initiatives/ projects in pursuit of the policy related to Principle 8? If yes, details thereof.	<p>Pursuant to the introduction of Corporate Social Responsibility (CSR) requirement as set out in Section 135 of the Companies Act, 2013 read with the rules and amendments thereat, the Company formulated a CSR policy covering different social needs such as Promoting Health Care including Preventive Health Care and Sanitation.</p> <p>The Company during the Financial Year 2017-18 has worked extensively for CSR initiatives in the field of Promoting Health Care including Preventive Health Care and Sanitation. The Company is working directly and through Fairfax India Charitable Foundation Trust established for undertaking the Project Dialysis and supporting Swachh Bharat Abhiyan.</p> <p>The detailed explanation of the CSR initiatives undertaken by the Company during the Financial Year 2017-18 can be seen in the Corporate Social Responsibility Report which is given as Annexure 2 to the Directors Report.</p>

Sr. No.	Questions	Information
8.3	Are the Programmes/projects undertaken through in-house team/own foundation/ external NGO/government structures/ any other organisation?	The in house team along with Fairfax India Charitable Foundation Trust undertakes programmes and projects under the Corporate Social Responsibility initiative of the Company.
8.4	Have you done any impact assessment of your initiative?	<p>Yes, the Company on timely basis undertakes necessary assessment of the CSR projects and initiatives implemented.</p> <p>Following are some of the results of the impact assessment conducted by the Company for the financial year 2017-18:</p> <ol style="list-style-type: none"> <li><b>1) Project Dialysis</b> Based on an extensive research undertaken, the Company identified most critical areas requiring dialysis centres. Accordingly, through Project Dialysis, the Company has funded and installed 35 dialysis machines till date across various hospitals/centres in Nagaland, Meghalaya, Arunachal Pradesh, Odisha, Jammu &amp; Kashmir, Chhattisgarh, Andhra Pradesh, Uttar Pradesh and Tamil Nadu. The Company through the Project Dialysis has supported 10834 free/affordable dialysis sessions in these areas.</li> <li><b>2) Swachh Bharat Abhiyan</b> In line with the Government of India's Swachh Bharat Abhiyan, the Company has maintained the prefabricated toilet units installed at Kandhal Road, Ooty. The facility is helpful in promoting and maintaining hygiene at the tourist spot.</li> </ol>
8.5	What is your Company's direct contribution to community development projects (Amount in Rs. and the details of the projects undertaken)?	During the financial year, the Company has spent Rs. 46,05,287/- on Corporate Social Responsibility related activities.
8.6	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	<p>Further the detailed explanation on the amount spent by the Company on Corporate Social Responsibility initiatives undertaken during the year is given in Annexure 2 and forms part of the Annual Report of the Company.</p> <p>The steps taken by the Company to ensure that the various CSR initiatives implemented by the Company are successfully adopted by the Community are as follows:</p> <ol style="list-style-type: none"> <li><b>1) Hygiene and Sanitation</b> The Company has emphasised on the importance of hygiene amongst the people and has also educated them on the health hazards associated with unhygienic surroundings. In line with the Government of India's Swachh Bharat Abhiyan, the Company has maintained the prefabricated toilet units installed at Kandhal Road, Ooty in order to promote and facilitate hygiene and sanitation amongst the community. The facility is helpful in maintaining cleanliness at the tourist spot.</li> <li><b>2) Health Care including Preventive Health Care</b> The Company through Project Dialysis supports the worthy cause of creating a sustainable &amp; free/affordable dialysis access at the remotest of areas of India having limited dialysis infrastructure supporting the marginalised communities.</li> </ol> <p>The dialysis machines installed at various hospitals/ centres have resulted in creating awareness of availability of dialysis treatment in rural areas and have helped people in getting treatment at affordable costs in their local areas, avoiding the need for extensive travelling.</p>

### Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

Information with reference to BR framework:

Sr. No.	Questions	Information
9.1	Name of the policy/policies governing the principle	The Company given its nature of business and industry in which it operates does not have a specific policy governing the principle.

Sr. No.	Questions	Information
9.2	What percentage of customer complaints/ consumer cases are pending as on the end of financial year.	<p>a. Out of the total customer complaints received during the period from April 1, 2017 to March 31, 2018, no complaints were pending as on March 31, 2018.</p> <p>b. Out of the total consumer cases received during the period from April 1, 2017 to March 31, 2018, 76% of the Consumer Cases were pending as on March 31, 2018.</p>
9.3	Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)	The Company provides manuals and brochures in relation to the various packages and services offered by the Company. There are no legal mandatory requirements to imprint the product information for the Company's products.
9.4	Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	The Company being in Travel and Tourism Industry is mainly service oriented. In the ordinary course of tourism business, several customers and vendors may have service related issues which could result in them filing a suit or a consumer complaint alleging deficiency of services. The Company always strives to have a cordial relationship with its customers and other stakeholders and attempts to have an amicable settlement of the dispute or best possible solution of services issues.
9.5	Did your Company carry out any consumer survey/ consumer satisfaction trends?	<p>Yes, the Company has carried out the below mentioned consumer surveys:</p> <p><b>Net Promoter Score (NPS) :</b> Pre / On / Post -Tour Survey: The Company with an intention to measure its service level, sends a survey form to the clients two days prior / two days on / seven days post their travel with a set of questions which they have to respond and rate. Any feedback below 6 is highlighted to the Business &amp; Service Quality Department for further action.</p> <p><b>Customer Satisfaction (CSAT) :</b> The Company with an intention to measure Service Quality performance has introduced CSAT. Through this survey, a form is sent to all clients in continuation of closure emails, to rate the services / assistance provided by the Service Quality representatives of the Company.</p>

**For and on Behalf of the Board**

**Madhavan Menon**  
Chairman & Managing Director  
DIN: 00008542

**Mahesh Iyer**  
Executive Director & Chief Executive Officer  
DIN: 07560302

Place: Mumbai  
Dated: May 29, 2018

# Independent Auditors' Report

To the Members of Thomas Cook (India) Limited

## Report on the Audit of the standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Thomas Cook (India) Limited ("the Company"), which comprise the balance sheet as at March 31, 2018, the statement of profit and loss, the statement of changes in equity and the statement of cash flows for the year then ended, and summary of the significant accounting policies and other explanatory information (herein after referred to as "Standalone Ind AS financial statements").

## Management's Responsibility for the standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

## Auditors' Responsibility

Our responsibility is to express an opinion on the standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit

to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditors' report. However, future events or conditions may cause an entity to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2018, its financial performance (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

## Other Matters

The Standalone Ind AS financial statements of the Company for the corresponding year ended March 31, 2017 included in these Ind AS financial Statement, have been audited by the predecessor auditors whose audit report dated May 25, 2017 expressed an unmodified opinion on those audited Ind AS financial statement.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.



2. As required by Section 143(3) of the Act, we report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) the Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e) on the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
- f) with respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. the Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements - Refer Note 26 to the standalone Ind AS financial statements.
- ii. the Company did not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.
- iii. there has been no delay in transferring amounts to the Investor Education and Protection Fund by the Company.
- iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 has not been made since they do not pertain to the financial year ended March 31, 2018. However amounts as appearing in the audited standalone Ind AS financial statement for the year ended March 31, 2017 have been disclosed.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No:101248W/W-100022

Mumbai  
May 29, 2018

**Bhavesh Dhupelia**  
Partner  
Membership No: 042070

## Annexure A to the Independent Auditors' Report – March 31, 2018

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended March 31, 2018, we report the following:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) The Company has a programme of verification of plant, property and equipment to cover all the items in phased manner, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its fixed assets. Pursuant to the program, certain plant, property and equipment were physically verified by the Management during the year. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company is in the business of rendering services and consequently does not hold any inventory. Accordingly, paragraph 3 (ii) of the Order is not applicable to the Company.
- (iii) The Company has granted unsecured loans to two companies covered in the register maintained under Section 189 of the Act. There are no firms/Limited Liability Partnership/other parties covered in the register maintained under Section 189 of the Act
  - (a) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
  - (b) In the case of the loans granted to the companies listed in the Register maintained under Section 189 of the Act, the terms of arrangements do not stipulate any repayment schedule and the principal is repayable on demand.
  - (c) There are no amount overdue for more than ninety days at the balance sheet date.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given, investments made and guarantees given. Further, there is no security given in respect of which provisions of section 185 and 186 of the Act are applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public during the year in terms of the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.

- (vi) As informed to us by the management, the Central Government has not prescribed the maintenance of cost records under section 148 of the Act for any of the goods sold and services rendered by the Company.

- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employee's State Insurance, Income tax, Service tax, Goods and Services Tax and any other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there has been slight delays in few cases. As explained to us, the Company did not have any dues on account of Duty of Excise, duty of Custom, Value Added Tax and Cess.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Goods and Service Tax, and other material statutory dues were in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of Provident fund, Employees' State Insurance, Income tax, Service tax and Goods and Service Tax, which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Nature of Statute	Nature of Dues	Amount (Rs. In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	492.56	AY 2007-08	ITAT
Income Tax Act, 1961	Income Tax	0.86	AY 2008-09	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	51.29	AY 2012-13	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	14.17	AY 2014-15	Commissioner of Income Tax (Appeals)
Service Tax Rules, 1994	Service Tax	255.57	Financial Year 2003 to 2010	Various Levels from Assistant Commissioner to CESTAT

- (viii) In our opinion and according to the information and explanations given to us, there have been no defaults in the repayment of dues to debenture holders during the year. The Company did not have dues relating to any loan or borrowing from government, financial institutions and banks during the year.

- (ix) In our opinion and according to the information and explanations give to us, the Company has not raised any money by way of initial public offer (including debt instrument) and term loans. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, transactions with the related parties are in compliance with the provisions of Sections 177 and 188 of the Act where applicable and the details of such related party transactions have been disclosed in the Ind AS

financial statements as required by the applicable Ind AS.

- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No:101248W/W-100022

**Bhavesh Dhupelia**

Partner

Membership No: 042070

Mumbai  
May 29, 2018

## **Annexure B** to the Independent Auditors' Report – March 31, 2018

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Thomas Cook (India) Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ('the Act').

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable, to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No:101248W/W-100022

Mumbai  
May 29, 2018

**Bhavesh Dhupelia**  
Partner  
Membership No: 042070

# Balance Sheet

as at March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2018	As at March 31, 2017
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	17,257.0	16,700.0
Capital work-in-progress	3	9.0	102.1
Goodwill	4	446.3	446.3
Other intangible Assets	4	777.6	667.9
Intangible assets under development		80.3	475.1
<b>Financial assets</b>			
- Non current investments	5	115,288.3	122,767.2
- Other financial assets	6(e)	3,418.4	2,265.8
Income Tax assets	9	1,706.8	1,984.4
Deferred tax assets (net)	16	11,737.4	332.7
Other non-current assets	7	127.5	472.3
<b>Total non-current assets</b>		<b>150,848.6</b>	<b>146,213.8</b>
<b>Current assets</b>			
<b>Financial assets</b>			
- Current investments	6(a)	7,509.2	-
- Trade receivables	6(b)	36,741.1	21,915.5
- Cash and cash equivalents	6(c)	53,075.8	33,451.5
- Bank balances other than cash and cash equivalents above	6(d)	15,787.1	11,206.5
- Other financial assets	6(e)	16,548.8	6,480.4
Other current assets	8	14,641.0	8,279.3
<b>Total current assets</b>		<b>144,303.0</b>	<b>81,333.2</b>
<b>TOTAL ASSETS</b>		<b>295,151.6</b>	<b>227,547.0</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	10(a)	3,702.1	3,667.6
Other equity			
- Share application money pending allotment		46.5	15.6
- Reserve and surplus	10(b)	165,295.9	112,304.8
<b>Total Equity</b>		<b>169,044.5</b>	<b>115,988.0</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
- Borrowings	11(a)	6,702.3	26,073.8
- Other financial liabilities	11(c)	98.0	165.2
Provisions	14	99.7	77.5
Employee Benefit Obligations	15	522.3	344.9
Other non-current liabilities	12	91.6	102.2
<b>Total non-current liabilities</b>		<b>7,513.9</b>	<b>26,763.6</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
- Borrowings	11(b)	1,311.0	5,832.6
- Trade payables	11(d)	74,785.0	44,407.7
- Other financial liabilities	11(c)	9,498.1	9,148.0
- Employee Benefit Payable	15	1,124.0	1,059.8
Other current liabilities	13	31,875.1	24,347.3
<b>Total current liabilities</b>		<b>118,593.2</b>	<b>84,795.4</b>
<b>TOTAL LIABILITIES</b>		<b>126,107.1</b>	<b>111,559.0</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>295,151.6</b>	<b>227,547.0</b>

Significant accounting policies and notes to standalone financial statements (1 - 44) forming integral part of the standalone financial statements.  
As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration Number: 101248W/W-100022

**Bhavesh Dhupelia**  
Partner  
Membership No: 042070

**Madhavan Menon**  
Chairman and Managing Director  
DIN : 00008542

**Brijesh Modi**  
Chief Financial Officer

For and on behalf of the Board of Directors  
Thomas Cook (India) Limited  
CIN: L63040MH1978PLC020717

**Mahesh Iyer**  
Executive Director and Chief Executive Officer  
DIN : 07560302

**Amit Parekh**  
Company Secretary and Compliance Officer  
Membership No: ACS - 13648

Mumbai, May 29, 2018

Mumbai, May 29, 2018

# Statement of Profit and Loss

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>Income</b>			
Revenue from operations	17	190,322.5	171,423.9
Other income	18	3,434.3	2,456.8
<b>Total income</b>		<b>193,756.8</b>	<b>173,880.7</b>
<b>Expenses</b>			
Cost of services		143,979.5	127,973.7
Employee benefits expense	19	19,405.2	17,585.9
Finance Cost	22	4,632.7	5,386.2
Advertisement Expenses		4,427.9	4,347.7
Depreciation and amortisation expense	20	1,836.5	1,762.3
Other expenses	21	19,069.5	17,368.1
<b>Total expenses</b>		<b>193,351.3</b>	<b>174,423.9</b>
<b>Profit before exceptional item</b>		<b>405.5</b>	<b>(543.2)</b>
Add : Exceptional items: (Refer note 37)		53,436.0	-
<b>Profit/(Loss) before tax</b>		<b>53,841.5</b>	<b>(543.2)</b>
Less : Tax expense			
Current tax	23	12,075.1	216.9
Deferred tax	23	(11,376.4)	75.7
<b>Total tax expenses</b>		<b>698.7</b>	<b>292.6</b>
<b>Profit/(Loss) for the year (A)</b>		<b>53,142.8</b>	<b>(835.8)</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		(78.5)	(210.8)
Income tax relating to items that will not be reclassified to profit or loss		28.2	72.9
<b>Total other comprehensive income for the year, net of taxes (B)</b>		<b>(50.3)</b>	<b>(137.9)</b>
<b>Total comprehensive income for the year (A+B)</b>		<b>53,092.5</b>	<b>(973.8)</b>
Earnings/(Loss) per equity share (Face value of Rs. 1 each)	34		
- Basic earnings/(loss) per share		14.47	(0.23)
- Diluted earnings/(loss) per share		14.43	(0.23)

Significant accounting policies and notes to standalone financial statements (1 - 44) forming integral part of the standalone financial statements.  
As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration Number: 101248W/W-100022

**Bhavesh Dhupelia**  
Partner  
Membership No: 042070

Mumbai, May 29, 2018

**Madhavan Menon**  
Chairman and Managing Director  
DIN : 00008542

**Brijesh Modi**  
Chief Financial Officer

Mumbai, May 29, 2018

For and on behalf of the Board of Directors  
Thomas Cook (India) Limited  
CIN : L63040MH1978PLC020717

**Mahesh Iyer**  
Executive Director and Chief Executive Officer  
DIN : 07560302

**Amit Parekh**  
Company Secretary and Compliance Officer  
Membership No: ACS - 13648



# Statement of Cash Flow

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>A) Cash flow from operating activities</b>			
Profit before income tax		53,841.5	(543.3)
Adjustments for			
Interest Income	18	(872.1)	(744.9)
Income from Mutual Funds		(900.7)	-
Exceptional item - Gain on sale of investment		(53,536.0)	-
Dividend Income from Investments	18	(117.4)	(322.6)
Expenses on Employees Stock Options Schemes (Net)	19	612.2	778.8
Depreciation and Amortisation	20	1,836.5	1,762.3
Loss/ (Profit) on sale of Fixed Assets (Net)	18	69.1	(171.7)
Finance Costs	22	4,632.7	5,386.2
Provision for doubtful debts and Advances (net off bad debts written off)	21	1,138.7	899.1
<b>Operating Profit before Working Capital changes</b>		<b>6,704.5</b>	<b>7,043.9</b>
<b>Change in operating assets and liabilities</b>			
Increase/(Decrease) in Trade Payables		30,377.2	(9,605.1)
Increase/(Decrease) in Provisions		22.2	(886.2)
Increase/(Decrease) in financial and other Liabilities		5,461.4	7,649.1
(Increase)/ Decrease in Trade Receivables		(17,093.6)	(3,884.0)
(Increase)/Decrease in Financial and other Assets		(4,711.0)	1,683.7
<b>Cash generated from operations</b>		<b>20,760.7</b>	<b>2,001.5</b>
Income taxes paid (Net of Refunds Received)		(11,797.5)	(1,262.6)
<b>Net cash generated from/ (used in) from operating activities</b>		<b>8,963.2</b>	<b>738.8</b>
<b>B) Cash flow from investing activities:</b>			
Proceeds from sale of Fixed Assets		154.4	348.9
Purchase of Fixed Assets		(2,195.2)	(1,952.5)
Interest Received		808.5	744.9
Dividend received on Subsidiary Company		30.8	72.7
Dividend received from Mutual funds		86.6	249.9
Loan given to subsidiary company		(12,409.4)	-
Loan repayment by subsidiary company		1,075.0	-
Investment in Subsidiary (refer note 36)		(1,300.9)	1.0
Proceeds from sale of investment in Subsidiary ((refer note 37 (a))		62,836.5	-
(Investment in) / Proceeds from sale of Current Investments (net)		(11,189.1)	(11,083.6)
<b>Net cash generated from/ (used in) from investing activities</b>		<b>37,897.2</b>	<b>(11,618.7)</b>

# Statement of Cash Flow (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>C) Cash flow from financing activities</b>			
Proceeds from Issue of Equity Shares under Employees Stock Options Schemes including share application money		487.3	666.1
Repayment of 8.5% Non Convertible Redeemable Preference Shares ("NCRPS") of 10 each		(12,500.0)	-
Repayment of Non Convertible Debentures		(3,333.0)	(3,308.4)
(Repayment) / Proceeds from Finance Lease Liability (Net)		(366.2)	89.8
Dividend Paid during the year (including taxes)		(1,375.6)	(1,374.3)
Tax on Dividend Paid during the year		(280.1)	(279.8)
Interest paid		(5,346.9)	(5,739.2)
<b>Net cash generated from/ (used in) from financing activities</b>		<b>(22,714.5)</b>	<b>(9,945.8)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>24,145.9</b>	<b>(20,825.7)</b>
Add: Cash and cash equivalents at the beginning of the financial year		27,618.9	48,444.6
<b>Cash and cash equivalents at the end of the year</b>		<b>51,764.8</b>	<b>27,618.9</b>
<b>Cash Flow statement as per above comprises of the following</b>			
Cash and cash equivalents	6(c)	53,075.8	33,451.5
Bank Overdrafts	11(b)	(1,311.0)	(5,832.6)
Balances as per statement of cash flows		51,764.8	27,618.9

Notes:-

- The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS-7) on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.
- Additions to property, plant and equipment and other intangible assets include movement of capital work in progress, payables for fixed assets and capital advances during the year.
- The disclosures pursuant to para 44A to 44E of Ind AS 7 statement of cash flow have been given in note no 11(a).

Particulars	Balance as on April 1, 2017	Cash inflow	Cash outflow	Non Cash	Balance as on March 31, 2018
Preference Share	12,500.0	-	(12,500.0)	-	-
Redeemable Non-Convertible Debenture	16,667.0	-	(3,333.3)	-	13,333.7
Finance Lease	405.8	-	(366.2)	-	39.5
Interest	1,622.9	4,632.7	(5,346.8)	(24.7)	884.1

Significant accounting policies and notes to standalone financial statements (1 - 44) forming integral part of the standalone financial statements. As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration Number: 101248W/W-100022

**Bhavesh Dhupelia**  
Partner  
Membership No: 042070

Mumbai, May 29, 2018

**Madhavan Menon**  
Chairman and Managing Director  
DIN : 00008542

**Brijesh Modi**  
Chief Financial Officer

Mumbai, May 29, 2018

For and on behalf of the Board of Directors  
Thomas Cook (India) Limited  
CIN: L63040MH1978PLC020717

**Maresh Iyer**  
Executive Director and Chief Executive Officer  
DIN : 07560302

**Amit Parekh**  
Company Secretary and Compliance Officer  
Membership No: ACS - 13648

# Statement of Changes in Equity

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (A) Share capital

Particulars	Amount
Balance as at March 31, 2016	3,658.8
changes in share capital during the year	8.8
Balance as at March 31, 2017	3,667.6
changes in share capital during the year	34.5
<b>Balance as at March 31, 2018</b>	<b>3,702.1</b>

## (B) Other Equity

Particulars	Share application money pending allotment	Reserves and Surplus							
		Capital Reserve	Capital Redemption Reserve (CRR)	Debenture Redemption Reserve (DRR)	Share option Outstanding Account	Securities Premium Account	General Reserve	Retained Earnings	Total other equity
<b>Balance as at March 31, 2016</b>	<b>59.8</b>	<b>7.8</b>	<b>595.3</b>	<b>2,339.2</b>	<b>2,688.8</b>	<b>85,550.8</b>	<b>3,536.4</b>	<b>18,423.0</b>	<b>113,141.3</b>
Profit for the year	-	-	-	-	-	-	-	(835.8)	(835.8)
Other Comprehensive Income, net of tax	-	-	-	-	-	-	-	(137.9)	(137.9)
Share Application Money received pending allotment, net of issue of equity shares	(44.2)	-	-	-	-	-	-	-	-
Transfer From Retained Earnings	-	-	1,785.7	1,027.8	-	-	-	-	2,813.5
Transfer to CRR	-	-	-	-	-	-	-	(1,785.7)	(1,785.7)
Transfer to DRR	-	-	-	-	-	-	-	(1,027.8)	(1,027.8)
Employee Stock Option Expense/push down	-	-	-	-	1,089.8	-	-	-	1,089.8
Transfer to securities premium account	-	-	-	-	(326.3)	326.3	-	-	-
Share issue expenses	-	-	-	-	-	(0.0)	-	-	(0.0)
Addition on account of ESOP issues	-	-	-	-	-	701.5	-	-	701.5
Transfer to General Reserve	-	-	-	(833.3)	-	-	-	-	(833.3)
Transfer from Debenture Redemption Reserve	-	-	-	-	-	-	833.3	-	833.3
Dividend for the Previous Period paid during the year	-	-	-	-	-	-	-	(1,374.3)	(1,374.3)
Corporate Dividend Tax for the Previous year paid during the year	-	-	-	-	-	-	-	(279.8)	(279.8)
<b>Balance as at March 31, 2017</b>	<b>15.6</b>	<b>7.8</b>	<b>2,381.0</b>	<b>2,533.7</b>	<b>3,452.3</b>	<b>86,578.6</b>	<b>4,369.7</b>	<b>12,981.7</b>	<b>112,304.8</b>
Profit for the year	-	-	-	-	-	-	-	53,142.8	53,142.8
Other Comprehensive Income, net of tax	-	-	-	-	-	-	-	(50.3)	(50.3)
Share Application Money received pending allotment, net of issue of equity shares	30.9	-	-	-	-	-	-	-	-
Transfer From Retained Earnings	-	-	10,119.0	819.4	-	-	-	-	10,938.4
Transfer to CRR	-	-	-	-	-	-	-	(10,119.0)	(10,119.0)
Transfer to DRR	-	-	-	-	-	-	-	(819.4)	(819.4)
Employee Stock Option Expense/push down	-	-	-	-	1,132.4	-	-	-	1,132.4
Transfer to securities premium account	-	-	-	-	(2,647.0)	2,647.0	-	-	-
Share issue expenses	-	-	-	-	-	-	-	-	-
Addition on account of ESOP issues	-	-	-	-	-	421.9	-	-	421.9

# Statement of Changes in Equity (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Share application money pending allotment	Reserves and Surplus							
		Capital Reserve	Capital Redemption Reserve (CRR)	Debenture Redemption Reserve (DRR)	Share option Outstanding Account	Securities Premium Account	General Reserve	Retained Earnings	Total other equity
Transfer to General Reserve	-	-	-	(833.3)	(135.7)	-	135.7	-	(833.3)
Transfer from Debenture Redemption Reserve	-	-	-	-	-	-	833.3	-	833.3
Dividend for the Previous Period paid during the year	-	-	-	-	-	-	-	(1,375.6)	(1,375.6)
Corporate Dividend Tax for the Previous year paid during the year	-	-	-	-	-	-	-	(280.1)	(280.1)
<b>Balance as at March 31, 2018</b>	<b>46.5</b>	<b>7.8</b>	<b>12,500.0</b>	<b>2,519.8</b>	<b>1,802.0</b>	<b>89,647.5</b>	<b>5,338.7</b>	<b>53,480.1</b>	<b>165,295.9</b>

Significant accounting policies and notes to standalone financial statements (1 - 44) forming integral part of the standalone financial statements.  
As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration Number: 101248W/W-100022

**Bhavesh Dhupelia**  
Partner  
Membership No: 042070

Mumbai, May 29, 2018

**Madhavan Menon**  
Chairman and Managing Director  
DIN : 00008542

**Brijesh Modi**  
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Mumbai, May 29, 2018

For and on behalf of the Board of Directors  
Thomas Cook (India) Limited  
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**Maresh Iyer**  
Executive Director and Chief Executive Officer  
DIN : 07560302

**Amit Parekh**  
Company Secretary and Compliance Officer  
Membership No: ACS - 13648

# Notes to the Standalone Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### General Information

Thomas Cook (India) Limited (the "Company") is a Public Limited Company listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company is engaged in diversified businesses of Travel and Travel related Businesses, working as Travel Agent and Tour Operator. The Company is also engaged as an Authorised Foreign Exchange Dealer.

The standalone financial statements for the year ended March 31, 2018 were approved by the Board of Directors and authorised for issue on May 29, 2018.

## 1 Significant Accounting Policies

### 1.1 Basis of preparation

#### (a) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the Act as amended from time to time that are notified and effective as at March 31, 2018.

#### (b) Historical cost convention

Standalone Financial Statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities - measured at fair value,
- defined benefit plans – defined benefit obligations less plan assets measured at fair value, and
- share based payment - measured at fair value

The standalone financial statements are presented in Indian Rupees "(INR)" or "(Rs.)" which is also the Company's functional currency and all values are rounded off to nearest Lakhs ('00,000) except where otherwise indicated. Wherever the amount is represented as '0' ('zero') it construes a value less than fifty thousand.

### 1.2 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ('CODM'). The board of directors, the chief executive officer and the chief financial officer have been identified as being the CODM. Refer note 40 for segment information presented.

### 1.3 Foreign currency translation and transactions

#### (a) Functional and presentation currency

A Company's functional currency is the currency of the primary economic environment in which an entity operates and is normally the currency in which the entity primarily generates and expends cash.

#### (b) Transactions and balances

##### (i) Initial Recognition

On initial recognition, foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction.

##### (ii) Subsequent Recognition

As at the reporting date, non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the period end exchange rates are recognised in profit or loss. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss in the statement of profit and loss.

All monetary items denominated in foreign currency are restated at Foreign Exchange Dealers Association of India (FEDAI) rates and the exchange variations arising out of settlement / conversion at the FEDAI rates are recognised in the statement of profit and loss.

Profit or loss on purchase and sale of foreign exchange by the Company in its capacity as Authorised Foreign Exchange Dealer are accounted as a part of the revenue.

# Notes to the Standalone Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### 1.4 Revenue Recognition

The entity provides travel products and services to leisure and corporate travellers in India and abroad. Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and taxes.

The entity recognises revenue when significant risk and rewards are transferred to the customer, the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the entity's activities as described below. The entity bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Income from the sale of airline tickets is recognised as an agent on the basis of net commission earned, at the time of issuance of tickets, as the Company does not assume any performance obligation post the confirmation of the issuance of an airline ticket to the customer. Performance linked bonuses from airlines are recognised as and when the performance obligations under the schemes are achieved.

Revenue on holiday packages is recognised on gross basis on the date of departure of the tour.

The income arising from the buying and selling of foreign currencies is included on the basis of net margins earned. Revenue on foreign exchange transactions are recognised at the time of purchase and sale.

### 1.5 Taxes on Income

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Income tax for the period comprises of current tax and deferred tax. Income tax is recognised in the statement of profit and loss except to the extent that it relates to items recognised in 'Other comprehensive income or directly in equity, in which case the tax is recognised in 'Other comprehensive income' or directly in equity, respectively.

#### (a) Current Tax:

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the Balance Sheet date, and any adjustments to tax payable in respect of previous years. Interest income/expenses and penalties, if any related to income tax are included in current tax expense.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. The company offsets the current tax assets as against the liability for provision for tax.

#### (b) Deferred Tax:

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred Taxes on items classified under Other Comprehensive Income ('OCI') has been recognised in OCI.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.



# Notes to the Standalone Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

### 1.6 Leases

- (a) Determining whether an arrangement contains a lease:

At the inception of an arrangement, it is determined the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other considerations required by such an arrangement are separated into those for the lease and those for elements on basis of the relative fair values.

- (b) **Operating Lease:** Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments under leases are charged or credited to the statement of profit and loss on a straight-line basis over the term of the lease unless the lease payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, in which case the same are recognised as an expense in line with the contractual term.

**Finance Lease:** Lease arrangements of property, plant and equipments where the Company has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased asset and the present value of the minimum lease payments. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. Each lease payment is apportioned between the finance charge and the reduction of the outstanding liability. The outstanding liability pertaining to non - current portion is included in other long - term borrowings and the current portion is included in other financial liabilities. The finance charge is charged to the statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

### 1.7 Impairment of Assets

- (a) **Financial Assets**

A financial asset not carried at fair value is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Company on terms that the Company would not otherwise consider, indications that a debtor or issuer will enter bankruptcy, the disappearance of an active market for a security. The entity considers evidence of impairment for receivables for each specific asset. All individually significant receivables are assessed for specific impairment.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in statement of profit and loss and are reflected as an allowance account against receivables. Interest on the impaired asset continues to be recognised as income through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through statement of profit and loss.

The company assess at each date of Balance sheet whether a financial assets or group of financial assets is impaired. In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure:

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly,

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Impairment losses on investment carried at fair value through other comprehensive income are recognised by transferring the cumulative loss that has been recognised in other comprehensive income and presented in the fair value reserve in equity, to statement of profit and loss.

The cumulative loss that is removed from other comprehensive income and recognised in profit or loss is the difference between the acquisition costs, net of any principal repayment and amortisation, and the current fair value, less any impairment loss previously recognised in statement of profit and loss. Changes in impairment provisions attributable to time value are reflected as a component of interest income in the statement of profit and loss.

## (b) Non Financial Assets

Goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Total impairment loss of a cash generating unit (CGU) is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognised in the statement of profit and loss and is not reversed in the subsequent period.

## 1.8 Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, cheques/drafts on hand, remittances in transit, balances with bank held in current account, demand deposits with original maturities of three months or less, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are repayable on demand and form an integral part of an entity's cash management, and are included as a component of cash and cash equivalents. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

## 1.9 Financial Instruments

### (a) Financial assets

#### (i) Initial recognition and measurement

Financial assets are recognised when the entity becomes a party to the contractual provisions of the instruments. Transaction costs are expensed in the statement of profit and loss, except for financial instruments carried at amortised cost, where transaction costs are adjusted in the amortised cost of the asset.

#### (ii) Subsequent Measurement

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL') on the basis of: (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

(a) **Measured at amortised cost:** Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model with the objective of holding the assets to collect contractual cash flows, are subsequently measured at amortised cost using the effective interest rate ('EIR') method, less impairment, if any. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. On derecognition, gain or loss, if any, is recognised in the statement of profit and loss.

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

- (b) **Measured at fair value through other comprehensive income :** Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, is measured at fair value through other comprehensive income. It is subsequently measured at fair value with unrealised gains or losses recognised in the other comprehensive income ('OCI'), except for interest income which is recognised as 'other income' in the Statement of Profit and Loss using the EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.
- (c) **Measured at fair value through profit or loss:** A financial asset not measured at either amortised cost or FVTOCI, is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss. All investments in equity instruments classified under financial assets are subsequently measured at fair value (except for investment in subsidiaries). Equity instruments which are held for trading are measured at FVTPL. For all other equity instruments, the Company may, on initial recognition, irrevocably elect to measure the same either at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVTOCI. Fair value changes excluding dividends, on an equity instrument measured at FVTOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss when the company's right to receive payments is establishes.
- (iii) **Investments in subsidiaries**

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. The accounting policy on impairment of non-financial assets is disclosed in Note 1.7. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in the statement of profit and loss.
- (iv) **Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset. On transfer of the financial asset, the Company evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a fair value basis that reflects the rights and obligations that the Company has retained.
- (b) **Financial liabilities**
  - (i) **Initial recognition and measurement:** Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value plus transaction costs for all financial liabilities not carried at FVTPL. Financial liabilities carried at FVTPL are initially recognised at fair value, and transaction costs are expensed in the statement of profit and loss.
  - (ii) **Subsequent measurement:** Financial liabilities are subsequently measured at amortised cost using EIR method. Financial liabilities carried at FVTPL are measured at fair value with all changes in fair value recognised in the statement of profit and loss.
  - (iii) **Derecognition:** A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (c) Guarantee

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of amount determined in accordance with Ind AS 37 and the amount initially recognised less cumulative amortisation, where appropriate.

The fair value of financial guarantees is determined as the present value of the differences of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

## (d) Derivative financial instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in statement of profit and loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

### 1.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### 1.11 Property, plant and equipment

Property, plant and equipment is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit and loss during the period in which they are incurred. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. Losses arising from the retirement of, and gains or losses arising from disposal of assets which are carried at cost is recognised in the statement of profit and loss.

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Depreciation is provided on a straight-line method over the estimated useful lives of the assets. The depreciation rates are prescribed in Schedule II to the Companies Act, 2013. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter or longer than that envisaged in the aforesaid Schedule, depreciation is provided at a higher or lower rate respectively, based on the management's estimate of the useful life/remaining life.

Depreciation methods, estimated useful lives and residual value: Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, as follows:

Assets	Useful Life
Computers	3 years
Computer servers and networks	6 years
Furniture and Fixtures	10 years
Office Equipment	5 years
Office Building	60 years
Vehicles under finance lease	4 years
Other vehicles	8 years
Plant and Machinery	15 years

Leasehold improvements are amortised over the period of the lease or useful life of the asset, whichever is lower.

The property, plant and equipment acquired under finance leases is depreciated over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

# Notes to the Standalone Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress."

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

### 1.12 Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the statement of profit and loss.

#### (i) Goodwill

Goodwill on business combination is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or company's of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or company's of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

#### (ii) Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs those are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

#### (iii) Computer software

Amortisation methods and periods

Asset	Useful Life
Software (including software - internally generated / developed)	4 years.

Amortisation is calculated using the straight-line method to allocate their cost over their estimated useful lives.

### 1.13 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates. Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognised in statement of profit and loss as finance costs.

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Borrowings are derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in statement of profit and loss.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

## 1.14 Provisions and contingent liabilities

Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Provisions are not recognised for future operating losses. A provision is recognised if the likelihood of an outflow with respect to any one item included in the same class of obligations is more probable than not. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Entity or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

## 1.15 Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognised when the right to receive dividend is established.

## 1.16 Employees Share- based Payments

Share-based compensation benefits are provided to employees via the following plans:

- a) Thomas Cook Employees Stock Option Plan -2007
- b) Thomas Cook Save As You Earn (SAYE) -2010
- c) Thomas Cook Employees Stock Option Plan -2013
- d) Sterling Holiday Resorts (India) Limited Employee Stock Options Scheme 2012 - ("SHRIL ESOS 2012")

The fair value of options granted under each plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

In respect of options granted to the employees of the subsidiary companies, the amount equal to the expense for the grant date fair value of the award is recognised as a debit to investment in subsidiary as a capital contribution and a credit to equity.

Replacement awards are treated as a modification of share based payment arrangement, and the fair value of the new equity instruments (measured at the date of the modification) are included in the measurement of the amount recognised for services received and recognised over the remaining vesting period of the options.

## 1.17 Employee Benefits

### (a) Post Employment Benefits:

#### (i) Defined Contribution Plans

Contribution towards provident fund for certain employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.



# Notes to the Standalone Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### (ii) Defined Benefit Plans

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

Contribution to Gratuity is based on the premium contribution called for by the Life Insurance Corporation of India (LIC) with whom the Company has entered into an arrangement. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged or credited in the statement of profit and loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss.

In respect of certain employees, the Company has Defined Benefit Plan for Other Long-term Employee Benefit in the form of Provident Fund. Provident Fund contributions are made to a Trust administered by the Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year.

### (b) Short-term Employee Benefit

As per the leave Policy of the Company, employees are entitled to avail 30 days of leave during a calendar year. Any carry forward or encashment of the same is not allowed and all unutilised leaves necessarily lapse at the end of the calendar year. At reporting date liability pertaining to compensated absences is calculated based on the total leave balances of each employee.

### 1.18 Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### 1.19 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

### 1.20 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

## 2 Critical Accounting Estimates and Judgements:

The preparation of Financial Statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements.

# Notes to the Standalone Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

The areas involving critical estimates and judgements are:

Recognition of deferred tax assets for carried forward unabsorbed depreciation - note 16

Estimated goodwill impairment - note 4 (ii)

Estimation of Defined Benefit Obligation - note 15

Impairment of trade receivables - note 30

Estimation of inputs for fair value of Share based payment instrument - note 33

Fair value of financial instruments - note 29

Useful life of property, plant & equipment. - note 3

Recognition and measurement of provision and contingencies. - note 26

Impairment of investment - note 5

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

### 2 (a) Current / Non Current Classification

All assets and liabilities are classified into current and non-current:

#### Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

#### Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

#### Operating cycle:

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the above definition and the nature of services provided, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

### 2 (b) Recent accounting pronouncement

Amendment to Ind AS 115- Revenue from Contract with Customers: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying the standard recognised at the date of initial application (Cumulative catch - up approach) The company is evaluating the requirements of the amendment and the effect on the financial statements is not likely to be significant.

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 3 Property, plant and equipment

Particulars	Office Building	Leasehold Improvements	Furniture and Fixtures	Computers	Office equipments	Vehicles	Plant and Machinery	Total	Capital work in progress
<b>Year ended March 31, 2016</b>									
<b>Gross carrying amount</b>									
Opening as at April 1, 2016	12,975.1	658.4	2,263.1	1,020.6	845.7	385.6	30.7	18,179.2	44.6
Additions	-	198.8	496.1	235.4	80.4	199.4	-	1,210.1	102.1
Disposals/transfer	45.4	62.3	134.7	7.5	69.9	64.0	-	383.8	44.6
<b>Closing gross carrying amount</b>	<b>12,929.7</b>	<b>794.9</b>	<b>2,624.5</b>	<b>1,248.5</b>	<b>856.2</b>	<b>521.0</b>	<b>30.7</b>	<b>19,005.5</b>	<b>102.1</b>
<b>Accumulated depreciation</b>									
Opening as at April 1, 2016	74.1	79.5	388.1	315.4	221.6	98.7	2.5	1,179.9	-
Depreciation charge during the year	224.5	106.7	346.1	340.7	191.0	120.6	2.6	1,332.2	-
Disposals	1.5	15.4	78.3	6.2	65.0	40.2	-	206.6	-
<b>Closing accumulated depreciation</b>	<b>297.1</b>	<b>170.8</b>	<b>655.9</b>	<b>649.9</b>	<b>347.6</b>	<b>179.1</b>	<b>5.1</b>	<b>2,305.5</b>	<b>-</b>
<b>Net carrying amount as at March 31, 2017</b>	<b>12,632.6</b>	<b>624.1</b>	<b>1,968.6</b>	<b>598.6</b>	<b>508.6</b>	<b>341.9</b>	<b>25.6</b>	<b>16,700.0</b>	<b>102.1</b>
<b>Gross carrying amount</b>									
Opening as at April 1, 2017	12,929.7	794.9	2,624.5	1,248.5	856.2	521.0	30.7	19,005.5	102.1
Additions	-	1,122.8	305.1	393.2	97.6	127.6	-	2,046.3	9.0
Disposals/transfer	-	20.6	257.7	14.3	88.4	26.6	-	407.6	102.1
<b>Closing gross carrying amount</b>	<b>12,929.7</b>	<b>1,897.1</b>	<b>2,671.9</b>	<b>1,627.4</b>	<b>865.4</b>	<b>622.0</b>	<b>30.7</b>	<b>20,644.2</b>	<b>9.0</b>
<b>Accumulated depreciation</b>									
Opening as at April 1, 2017	297.1	170.8	655.9	649.9	347.6	179.1	5.1	2,305.5	-
Depreciation charge during the year	224.5	129.2	339.2	358.3	165.4	148.6	2.7	1,367.9	-
Disposals	-	16.1	156.5	14.2	87.5	11.9	-	286.2	-
<b>Closing accumulated depreciation</b>	<b>521.6</b>	<b>283.9</b>	<b>838.6</b>	<b>994.0</b>	<b>425.5</b>	<b>315.8</b>	<b>7.8</b>	<b>3,387.2</b>	<b>-</b>
<b>Net carrying amount as at March 31, 2018</b>	<b>12,408.1</b>	<b>1,613.2</b>	<b>1,833.3</b>	<b>633.4</b>	<b>439.9</b>	<b>306.2</b>	<b>22.9</b>	<b>17,257.0</b>	<b>9.0</b>

### (i) Leased Assets

Computers and Vehicles includes the following amounts where the company is a lessee under a finance lease:

Particulars	March 31, 2018		March 31, 2017	
	Computers*	Vehicles	Computers*	Vehicles
Cost/Deemed Cost	-	40.3	-	420.4
Accumulated Depreciation	-	2.3	-	80.1
<b>Net Carrying Amount</b>		<b>38.0</b>	-	<b>340.3</b>

\* Fully depreciated as at April 1, 2015

### (ii) Contractual Obligations

Refer Note 27 (a) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

### (iii) Capital Work-in-progress

Capital work-in-progress mainly comprises of computer hardware, furniture & fixtures and office equipment

### (iv) Cost of Office Building includes:

- 60 (Previous year - 60) unquoted fully paid-up Shares of Rs. 0.03 (Previous year Rs. 0.03) in various Co-operative Societies.
- Share application money of Rs. 0.02 (Previous year Rs. 0.02) to various Co-operative Societies.
- Premises of Rs. 11,739.4 (Previous year Rs. 1,155.1) where the Co-operative Society is yet to be formed.

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 4 Intangible assets

Particulars	Computer software	Goodwill
<b>Year ended March 31, 2017</b>		
<b>Gross carrying amount</b>		
Opening as at April 1, 2016	1,331.9	446.3
Additions	230.4	-
Disposals	-	-
<b>Closing gross carrying amount</b>	<b>1,562.3</b>	<b>446.3</b>
<b>Accumulated amortisation</b>		
Opening as at April 1, 2016	464.3	-
Amortisation charge for the year	430.1	-
Disposals	-	-
Closing accumulated amortisation	894.4	-
<b>Net carrying amount as at March 31, 2017</b>	<b>667.9</b>	<b>446.3</b>
<b>Year ended March 31, 2018</b>		
<b>Gross carrying amount</b>		
Opening as at April 1, 2017	1,562.3	446.3
Additions	578.3	-
Disposals	-	-
<b>Closing gross carrying amount</b>	<b>2,140.6</b>	<b>446.3</b>
<b>Accumulated amortisation</b>		
Opening as at April 1, 2017	894.4	-
Amortisation charge for the year	468.6	-
Disposals	-	-
<b>Closing accumulated amortisation</b>	<b>1,363.0</b>	<b>-</b>
<b>Net carrying amount as at March 31, 2018</b>	<b>777.6</b>	<b>446.3</b>

**(i) Intangible assets includes:**

Intangible Assets (software) includes Internally generated / developed software - Gross Block Rs. 2,000.5 (Previous year Rs. 1595.2); Net Block Rs. 627.9 (Previous year Rs. 105.9).

**(ii) Significant Estimate - Impairment tests of goodwill**

The entire amount of goodwill pertains to Sterling business (cash generating unit) generated at the time of acquisition and is tested for impairment on an annual basis. Recoverable amount of the CGU is based on its property fair values less cost to sell which is higher than the carrying value of the cash generating unit.

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 5 Non current investments

Particulars	March 31, 2018	March 31, 2017
Investment in equity instruments (fully paid-up) - Fair value through Profit and Loss A/c		
<b>a) Quoted</b>		
10 (Previous year 10) fully paid-up Equity Shares of Rs. 10/- each of JIK Industries Limited	*	*
100 (Previous year 100) fully paid-up Equity Shares of Rs. 10/- each of Weizmann Limited	*	*
66 (Previous year 66) fully paid-up Equity Shares of Rs. 10/- each of Karma Energy Limited	*	*
66 (Previous year 66) fully paid-up Equity Shares of Rs. 10/- each of Weizmann Forex Limited	*	*
<b>Investment in Equity Instruments</b>		-
<b>b) Unquoted - In subsidiaries at cost</b>		
1,576,697 (Previous year 1,576,697) fully paid-up Equity Shares of Rs. 10/- each of Travel Corporation (India) Limited	18,484.3	18,484.3
1,655,500 (Previous year 1,655,500) fully paid-up Equity Shares of USD 1/- each of Thomas Cook (Mauritius) Holding Company Limited	732.5	732.5
29,050,000 (Previous year 29,050,000) fully paid-up Equity Shares of Rs. 10/- each of Sterling Holiday Resorts Limited (formerly known as 'Thomas Cook Insurance Services (India) Limited')	58,005.0	58,005.0
50,000 (Previous year 50,000) fully paid-up Equity Shares of Rs. 10/- each of Indian Horizon Marketing Services Limited (Formerly known as 'Indian Horizon Travel and Tours Limited')	5.0	5.0
3,000,000 (Previous year 3,000,000) fully paid-up Equity Shares of Rs. 10/- each of TC Tours Limited (Formerly known as Thomas Cook Tours Limited)	300.0	300.0
10,767,978 (Previous year 10,767,978) fully paid-up Equity Shares of SLR 10/- each of Thomas Cook Lanka (Private) Limited	427.7	427.7
Nil (Previous year 5,000) fully paid-up Equity Shares of Rs. 10/- each of Jardin Travel Solutions Limited (Refer Note 42)	-	0.5
5,000 (Previous year 5,000) fully paid-up Equity Shares of Rs. 10/- each of Borderless Travel Services Limited	0.5	0.5
NIL (Previous year 5,493,943) fully paid-up Equity shares of Rs. 10/- each fully paid-up of SOTC Travel Services Private Limited (Formerly known as 'Kuoni Travel (India) Private Limited') (Refer Note 41)	-	18,100.0
10,000 (Previous year Nil) fully paid-up Equity Shares of Rs. 10/- each of SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited) (Refer Note 35)	1.0	-
11,845,133 (Previous year Nil) fully paid-up Equity Shares of Rs. 10/- each of TC Forex Services Limited (Formerly known as Tata Capital Forex Limited) (Refer Note 36)	1,300.0	-
10,000 (Previous year 10,000) fully paid-up Equity Shares of Rs. 10/- each of SOTC Travel Limited (formerly known as SOTC Travel Private Ltd)	1.0	1.0
	<b>79,256.9</b>	<b>96,056.5</b>
<b>c) Quoted - In subsidiaries at cost</b>		
Nil (Previous year 78,823,496) fully paid-up Equity Shares of Rs. 10/- each of Qess Corp Limited (Refer Note 38)	-	25,924.9
	-	<b>25,924.9</b>
<b>d) Quoted - In associates at cost</b>		
71,323,496 (Previous year Nil) fully paid-up Equity Shares of Rs. 10/- each of Qess Corp Limited (Refer Note 38)	16,624.9	-
	<b>16,624.9</b>	-

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	March 31, 2018	March 31, 2017
<b>Investment in Preference Shares</b>		
<b>Unquoted - In subsidiaries at cost</b>		
263,709,264 (Previous year Nil) fully paid-up Optionally Convertible Cumulative Redeemable Preference Shares of Rs. 10/- each of Travel Corporation (India) Limited (Refer Note 41)	18,100.0	-
<b>ESOP issued to subsidiaries employees</b>		
Travel Corporation (India) Limited	274.4	23.3
TC Visa Services Limited	9.8	9.8
Sterling Holiday Resort Limited	674.1	559.7
TC Tours Limited (Formerly known as Thomas Cook Tours Limited)	12.2	12.0
SOTC Travel Services Limited	326.2	171.3
	<b>1,296.8</b>	<b>776.1</b>
<b>Others - Fair value through P &amp; L</b>		
676 (Previous year 676) fully paid-up Class C (Series I) Common Stock of USD 0.0001/- each of Visa inc.	9.6	9.6
<b>Total equity instruments</b>	<b>9.6</b>	<b>9.6</b>
Total non-current investments	115,288.3	122,767.2
Aggregate amount of quoted investments	16,624.9	25,924.9
Aggregate amount of unquoted investments	98,663.4	96,842.2
Market value of Quoted Investments	733,740.5	542,463.3

\* Amount is below the rounding off norm adopted by the Company.

## 6 Financial Assets

### (a) Current Investments

Particulars	March 31, 2018	March 31, 2017
<b>Investment in mutual funds fair valued through Profit and Loss A/c (Quoted)</b>		
- Invesco India Liquid Fund - Direct Plan - Daily Dividend		
313,919.676 (Previous year: Nil) Units of Rs. 1,000/- each	7,509.2	-
<b>Total Mutual Funds</b>	<b>7,509.2</b>	<b>-</b>
<b>Total Current investments</b>	<b>7,509.2</b>	<b>-</b>
<b>Aggregate market value of quoted investments</b>	<b>7,509.2</b>	<b>-</b>
<b>Aggregate amount of impairment in the value of investments</b>	<b>-</b>	<b>-</b>

### (b) Trade receivables

Particulars	March 31, 2018	March 31, 2017
Trade receivables	38,561.0	22,997.1
Less : Allowance for doubtful debts	(1,819.9)	(1,081.6)
<b>Total receivables</b>	<b>36,741.1</b>	<b>21,915.5</b>
<b>Break up of Security Details</b>		
Secured, considered good	-	-
Unsecured, considered good	36,741.0	21,915.5
Unsecured, considered doubtful	1,819.9	1,081.6
<b>Total</b>	<b>38,561.0</b>	<b>22,997.1</b>
Less : Allowance for doubtful debts	(1,819.9)	(1,081.6)
<b>Total Trade Receivables</b>	<b>36,741.1</b>	<b>21,915.5</b>



# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (c) Cash and cash equivalents

Particulars	March 31, 2018	March 31, 2017
Balances with banks :		
- In current accounts	7,869.6	1,121.6
- Fixed Deposits with original maturity of less than three months*	40,712.8	26,332.4
Balance in EEFC accounts	346.6	173.3
Remittance in Transit (including foreign currencies- Notes and paid documents)	490.2	746.4
Cheques on hand	1,218.1	827.1
Cash on hand (including foreign currencies- Notes and paid documents)	2,438.5	4,250.7
<b>Total Cash and cash equivalents</b>	<b>53,075.8</b>	<b>33,451.5</b>

\* Includes lien as per terms of contract with Moneygram, Western Union and on lien with airport authority Rs. NIL (Previous year Rs. 3.2)

## (d) Bank balances other than cash and cash equivalents

Particulars	March 31, 2018	March 31, 2017
Fixed Deposits with maturity of less than 12 months*	15,751.9	11,183.1
Unclaimed dividend	35.2	23.4
<b>Total Cash and cash equivalents</b>	<b>15,787.1</b>	<b>11,206.5</b>

\* Includes lien as per terms of contract with Moneygram, Western Union and on lien with airport authority Rs. 1,642.4 (Previous year Rs. 1,256.5)

## (e) Other financial Assets

Particulars	Non-current March 31, 2018	Current March 31, 2018	Non-current March 31, 2017	Current March 31, 2017
Fixed deposits with maturity for more than 12 months*	261.8	-	1,683.9	-
Security Deposits	958.6	2,958.3	416.7	3,363.1
Receivable from subsidiaries	98.0	67.3	165.2	91.3
Accrued Revenue	-	3,321.9	-	1,526.7
Loans and Advance to Related Parties	2,100.0	9,907.6	-	1,273.2
Derivative financial Assets	-	198.4	-	-
Insurance claim receivable	-	95.3	-	217.1
Others	-	-	-	9.0
<b>Total Other Financial Assets</b>	<b>3,418.4</b>	<b>16,548.8</b>	<b>2,265.8</b>	<b>6,480.4</b>

\*On lien as per terms of contract with Moneygram, Western Union and on lien with airport authority Rs. 261.9 (Previous year Rs. 1,683.9)

## 7 Other Non-Current Assets

Particulars	March 31, 2018	March 31, 2017
Capital advances	51.5	54.9
Prepaid expenses	76.0	417.4
<b>Total</b>	<b>127.5</b>	<b>472.3</b>

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 8 Other Current Assets

Particulars	March 31, 2018	March 31, 2017
Advance to Suppliers		
Unsecured, considered good	12,938.4	7,579.2
Unsecured, considered Doubtful	-	1,148.2
Less: Allowance for doubtful advances	-	(1,148.2)
Advance to Employees		
Unsecured, considered good	319.6	8.6
Unsecured, considered Doubtful	95.0	75.8
Less: Allowance for doubtful advances	(95.0)	(75.8)
Prepaid expenses	399.3	392.0
Balances receivables from Govt Authorities	983.7	299.5
<b>Total</b>	<b>14,641.0</b>	<b>8,279.3</b>

## 9 Income Tax Assets

Particulars	March 31, 2018	March 31, 2017
Opening Balance	1,984.4	938.6
Less: Current Tax payable for the year	(12,075.1)	(216.9)
Add: Taxes Paid	11,797.5	1,262.6
Closing Balances (A)	1,706.8	1,984.4
Disclosed as:		
Non Current Tax Assets (as per Balance sheet)	1,706.8	1,984.4
<b>Current Tax Liability (as per Balance sheet)</b>	<b>-</b>	<b>-</b>

## 10 (a) Share Capital and Other Equity

Particulars	Equity Share capital#	
	No of Shares (In lakhs)	Amount
Authorised		
<b>As at March 31, 2017</b>	<b>13,350.0</b>	<b>13,350.0</b>
Movement during the year	-	-
<b>As at March 31, 2018</b>	<b>13,350.0</b>	<b>13,350.0</b>

#1,335,000,000 (Previous year 1,335,000,000) Equity Shares of Rs. 1/- each

### (i) Issued, Subscribed and Paid Up Equity Share Capital

Particulars	Equity share capital	
	No of Shares (In lakhs)	Amount
<b>As at March 31, 2016</b>	<b>3,658.8</b>	<b>3,658.8</b>
Add: Addition on account of stock options allotment	8.8	8.8
<b>As at March 31, 2017</b>	<b>3,667.6</b>	<b>3,667.6</b>
Add: Addition on account of stock options allotment	34.5	34.5
<b>As at March 31, 2018</b>	<b>3,702.1</b>	<b>3,702.1</b>

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (ii) Terms and rights attached to shares

- a) The Company has one class of equity shares having a par value of Rs. 1/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution to preference shareholders of all preferential amounts, in proportion to their shareholding.

### Shares reserved for issue under options

Information relating to Thomas Cook India Limited's Employee Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in note 33.

## (iii) Shares of the company held by the Subsidiaries of the ultimate holding company

Particulars	March 31, 2018		March 31, 2017	
	No of Shares (In lakhs)	Amount	No of Shares (In lakhs)	Amount
Equity Shares				
Fairbridge Capital (Mauritius) Limited	2,481.5	2,481.5	2,481.5	2,481.5

## (iv) Shareholding Pattern (Shareholders holding 5% or more shares in the Company)

Category of Shareholders	March 31, 2018		March 31, 2017	
	No of Shares (In lakhs)	% of Holding	No of Shares (In lakhs)	% of Holding
Equity Shares				
Fairbridge Capital (Mauritius) Limited	2,481.5	67.0%	2,481.5	67.7%
ICICI Prudential Mutual Fund & Groups	242.0	6.5%	289.5	7.9%

## (v) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

	March 31, 2018	March 31, 2017	March 31, 2015
Equity shares issued as consideration for acquisition of Subsidiary in financial year 14-15	-	-	48,657,929

## 10 (b) Reserves and surplus

Particulars	March 31, 2018	March 31, 2017
Capital Reserve	7.8	7.8
Capital Redemption Reserve	12,500.0	2,381.0
Debenture Redemption Reserve	2,519.8	2,533.7
Share Option Outstanding Amount	1,802.0	3,452.3
Securities Premium Account	89,647.5	86,578.6
General Reserve	5,338.7	4,369.7
Retained Earnings	53,480.1	12,981.7
<b>Total reserves and surplus</b>	<b>165,295.9</b>	<b>112,304.8</b>

### (i) Capital Reserve

Particulars	March 31, 2018	March 31, 2017
Opening Balance	7.8	7.8
<b>Closing Balance</b>	<b>7.8</b>	<b>7.8</b>

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (ii) Capital Redemption Reserve

Particulars	March 31, 2018	March 31, 2017
Opening Balance	2,381.0	595.3
Transfer From Retained Earnings	10,119.0	1,785.7
<b>Closing Balance</b>	<b>12,500.0</b>	<b>2,381.0</b>

## (iii) Debenture Redemption Reserve

Particulars	March 31, 2018	March 31, 2017
Opening Balance	2,533.7	2,339.2
Transfer From Retained Earnings	819.4	1,027.8
Transfer to General Reserve	(833.3)	(833.3)
<b>Closing Balance</b>	<b>2,519.8</b>	<b>2,533.7</b>

## (iv) Share Option Outstanding Account

Particulars	March 31, 2018	March 31, 2017
Opening Balance	3,452.3	2,688.8
Employee Stock Option Expense/push down	1,132.4	1,089.8
Transfer to securities premium account	(2,647.0)	(326.3)
Transfer to General Reserve	(135.7)	-
<b>Closing Balance</b>	<b>1,802.0</b>	<b>3,452.3</b>

## (v) Securities Premium Account

Particulars	March 31, 2018	March 31, 2017
Opening Balance	86,578.6	85,550.8
From share option outstanding account	2,647.0	326.3
Addition on account of ESOP issues	421.9	701.5
<b>Closing Balance</b>	<b>89,647.5</b>	<b>86,578.6</b>

## (vi) General Reserve

Particulars	March 31, 2018	March 31, 2017
Opening Balance	4,369.7	3,536.4
Transfer from share option outstanding account	135.7	-
Transfer from debenture redemption account	833.3	833.3
<b>Closing Balance</b>	<b>5,338.7</b>	<b>4,369.7</b>

## (vii) Retained Earnings

Particulars	March 31, 2018	March 31, 2017
Opening Balance	12,981.7	18,423.0
Profit for the year	53,142.8	(835.8)
Other Comprehensive Income, net of tax	(50.3)	(137.9)
Transfer to Capital Redemption Reserve	(10,119.0)	(1,785.7)
Transfer to Debenture Redemption Reserve	(819.4)	(1,027.8)
Dividend for the Previous Period paid during the year	(1,375.6)	(1,374.3)
Corporate Dividend Tax for the Previous year paid during the year	(280.1)	(279.8)
<b>Closing Balance</b>	<b>53,480.1</b>	<b>12,981.7</b>

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## Nature and Purpose of Reserves

### Capital Redemption Reserve

The Company has issued Non convertible redeemable preference shares during FY 15-16. In order to comply with the requirements of section 69 of the Companies Act, 2013, the Company has transferred amounts to Capital Redemption Reserve.

### Debenture Redemption Reserve

The Company has issued Non Convertible Debentures. In order to comply with the requirements of section 71 of the Companies Act, 2013, the Company has transferred amounts to Debenture Redemption Reserve.

### Share Option Outstanding Amount

The share option outstanding account is used to recognised the grant date fair value of options issued to employees under the company's Employee stock option plan. This includes options issued to the employees of the subsidiaries.

### General reserves

General reserve is used to record transfer from debenture redemption reserve. The reserves is utilised in accordance with the provisions of the Act.

### Securities premium amount

Securities premium reserve is used to record the premium on issue of shares and towards allotment of ESOP. The reserves is utilised in accordance with the provisions of the Act.

## 11 Financial Liabilities

### (a) Non-Current Borrowings

Particulars	Maturity Date	Nature of Security	Terms of Payment	Coupon/ Interest Rate	March 31, 2018	March 31, 2017
<b>Long term maturities of finance lease obligations: (Secured)</b>						
Obligations under Finance Lease		Secured by hypothecation of assets underlying the leases	Monthly payment of Equated monthly instalments		39.5	405.8
<b>Debentures: (Unsecured)</b>						
1,000 (Previous year - 1,000) 10.52% Redeemable Non-Convertible Debentures	April 15, 2018		Repayable in three equal installments on 15-Apr-16, 15-Apr-17 and 16-Apr-18	10.52%	3,671.3	7,341.7
1,000 (Previous year - 1,000) 9.37% Redeemable Non-Convertible Debentures	August 31, 2020		Repayment terms - Face value of Rs. 3,300.0 on 31-Aug-18, Rs. 3,300.0 on 30-Aug-19 and Rs. 3,400.0 on 31-Aug-20	9.37%	10,546.8	10,546.6
Nil (Previous year - 125,000,000) 8.5% Non Convertible Redeemable Preference Shares ("NCRPS") of Rs. 10 each	December 1, 2022		Single repayment at end of the term	8.50%	-	12,854.2
<b>Total Non-Current Borrowings</b>					<b>14,257.6</b>	<b>31,148.3</b>
Less: Current maturities of Long Term Borrowings (included in note 11(C))					6,634.0	3,333.3
Less: Current maturities of Finance Lease Obligations (included in note 11(C))					6.8	110.6
Less: Issue Expenses (IND AS Adj)					30.4	55.1
Less: Interest Accrued (included in note 11(C))					884.1	1,221.3
Less: Interest accrued on NCRPS (included in note 11(C))					-	354.2
<b>Non-Current Borrowings (As per Balance Sheet)</b>					<b>6,702.3</b>	<b>26,073.8</b>

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (b) Current Borrowings

Particulars	Maturity Date	Terms of Payment	Coupon/ Interest Rate	March 31, 2018	March 31, 2017
<b>Unsecured</b>	Payable on Demand				
Bank Overdrafts			9.4%	1,311.0	5,833.0
<b>Total Current Borrowings</b>				<b>1,311.0</b>	<b>5,833.0</b>
Less: Interest Accrued (included in note 11(c))				0.0	0.6
<b>Current Borrowings (As per Balance Sheet)</b>				<b>1,311.0</b>	<b>5,832.6</b>

## (c) Other Financial Liabilities

Particulars	March 31, 2018		March 31, 2017	
	Non-Current	Current	Non-Current	Current
Current maturities of Redeemable long term debentures (Refer 11(a))	-	6,634.0	-	3,333.3
Current maturities of finance lease obligations (Refer 11(a))	-	6.8	-	110.6
Deposits received from vendor	-	1,782.9	-	2,911.5
Unpaid Dividend @	-	35.2	-	28.1
Interest accrued	-	884.1	-	1,622.9
Liabilities against Fixed Assets	-	69.9	-	26.3
Derivative financial liabilities	-	-	-	998.3
Guarantees given to bank and others on behalf of subsidiaries	98.0	67.3	165.2	91.3
Others	-	17.9	-	25.7
<b>Total Other Financial Liabilities</b>	<b>98.0</b>	<b>9,498.1</b>	<b>165.2</b>	<b>9,148.0</b>

@ Rs. 2.4 (Previous year Rs. 1.9) was transferred to Investor Education and Protection Fund under Section 125 of The Companies Act, 2013 / Section 205C of the Companies Act, 1956 during the year ended March 31, 2018.

## (d) Trade Payables

Particulars	March 31, 2018	March 31, 2017
-Dues of micro enterprises and small enterprises	-	-
-Dues of creditors other than micro enterprises and small enterprises		
(i) Acceptances	-	-
(ii) Other @#	74,785.0	44,407.7
<b>Total Trade Payables</b>	<b>74,785.0</b>	<b>44,407.7</b>

@ Includes Book Overdrafts aggregating to Rs. 1,190.1 (Previous year Rs. 507.9)

# Includes Rs. 34,405.6 secured by bank guarantee of USD 17,100,000 (Rs. 11,144.9), Previous year Rs. 36,278.2 secured by bank guarantee of USD 17,100,000 (Rs. 11,089.3)

Note: There are no delayed payments to Micro and Small Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 during the year. Further, there are no dues to such parties which are outstanding as at the Balance Sheet date. This information has been determined on the basis of information available with the company. This has been relied upon by the auditors.



# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 12 Other Non-Current Liabilities

Particulars	March 31, 2018	March 31, 2017
Income Received In Advance	59.6	73.6
Rent Equalisation Reserve	32.0	28.6
<b>Total</b>	<b>91.6</b>	<b>102.2</b>

## 13 Other Current Liabilities

Particulars	March 31, 2018	March 31, 2017
Income Received in Advance	19.7	20.5
Advance receipts from Customers for which value is still to be given	27,247.5	23,289.8
Statutory Dues	4,584.9	998.2
Fractional entitlement on Bonus Share Refund Accounts	0.5	0.5
Rent Equalisation Reserve	22.5	38.3
<b>Total</b>	<b>31,875.1</b>	<b>24,347.3</b>

## 14 Provisions

Particulars	Non-Current	Current	Total	Non-Current	Current	Total
	March 31, 2018	March 31, 2018		March 31, 2017	March 31, 2017	
Other Provisions						
-Provision for Litigation and disputes	99.7	-	99.7	77.5	-	77.5
<b>Total</b>	<b>99.7</b>	<b>-</b>	<b>99.7</b>	<b>77.5</b>	<b>-</b>	<b>77.5</b>

### (i) Movement in Provisions

Particulars	Provision for Litigation and disputes
Closing balance as at March 31, 2017	77.5
Charged/(credited) to profit or loss	22.2
<b>Closing balance as at March 31, 2018</b>	<b>99.7</b>

## 15 Employee Benefit Obligations

Particulars	March 31, 2018			March 31, 2017		
	Non-Current	Current	Total	Non-Current	Current	Total
Compensated absences	-	211.7	211.7	-	154.2	154.2
Gratuity	522.3	-	522.3	344.9	-	344.9
Employee benefits payable	-	912.3	912.3	-	905.6	905.6
<b>Total</b>	<b>522.3</b>	<b>1,124.0</b>	<b>1,646.3</b>	<b>344.9</b>	<b>1,059.8</b>	<b>1,404.7</b>

### (i) Leave Obligations - Compensated absences

The leave obligations cover the Company's liability for earned leave.

The amount of the provision of Rs. 211.7 (March 31, 2017 - Rs. 154.2) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations. The following amounts reflect leave that is expected to be taken or settled within the next 12 months.

Particulars	March 31, 2018	March 31, 2017
<b>Current leave obligations expected to be settled within next 12 months</b>	<b>211.7</b>	<b>154.2</b>

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (ii) Post Employment Obligations

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the company makes contributions to recognised funds in India. The company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

In respect of certain employees, the Company has Defined Benefit Plan for Other Long-term Employee Benefit in the form of Provident Fund. Provident Fund contributions are made to a Trust administered by the Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company.

## (iii) Defined contribution Plans

The Company has recognised the following amounts in Statement of Profit and Loss for the year:

Particulars	March 31, 2018	March 31, 2017
Contribution to Employees State Insurance	50.7	19.2
Contribution to Labour Welfare Fund	1.2	1.1
Superannuation Contribution	59.5	57.0
Contribution to provident fund	374.7	265.5
<b>Total</b>	<b>486.1</b>	<b>342.8</b>

## Balance Sheet Amounts - Gratuity

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>March 31, 2016</b>	<b>1,342.7</b>	<b>(1,235.8)</b>	<b>106.9</b>
Current service cost	171.3	-	171.3
Interest expense/(income)	97.6	(97.0)	0.6
<b>Total amount recognised in profit and loss account</b>	<b>268.9</b>	<b>(97.0)</b>	<b>171.8</b>
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	2.9	2.9
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	95.2	-	95.2
Experience (gains)/losses	112.7	-	112.7
<b>Total amount recognised in other comprehensive income</b>	<b>207.9</b>	<b>2.9</b>	<b>210.8</b>
Employer contributions	-	(144.7)	(144.7)
Benefit payments	(214.3)	214.3	-
<b>March 31, 2017</b>	<b>1,605.2</b>	<b>(1,260.3)</b>	<b>344.9</b>

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>March 31, 2017</b>	<b>1,605.2</b>	<b>(1,260.3)</b>	<b>344.9</b>
Current service cost	188.0	-	188.0
Past service cost	2.2	-	2.2
Interest expense/(income)	106.6	(89.1)	17.5
<b>Total amount recognised in profit and loss</b>	<b>296.8</b>	<b>(89.1)</b>	<b>207.7</b>
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	2.8	2.8
(Gain)/loss from change in demographic assumptions	63.0	-	63.0
(Gain)/loss from change in financial assumptions	(16.6)	-	(16.6)
Experience (gains)/losses	29.4	-	29.4
<b>Total amount recognised in other comprehensive income</b>	<b>75.8</b>	<b>2.8</b>	<b>78.6</b>
Employer contributions	-	(108.9)	(108.9)
Benefit payments	(147.4)	147.4	-
<b>March 31, 2018</b>	<b>1,830.4</b>	<b>(1,308.1)</b>	<b>522.2</b>

The net liability disclosed above relates to funded and unfunded plans as follows:

Particulars	March 31, 2018	March 31, 2017
Present value of funded obligations	1,830.4	1,605.2
Fair value of plan assets	(1,308.1)	(1,260.3)
Deficit of funded plan	522.3	344.9
Unfunded plans	-	-
<b>Deficit of gratuity plan</b>	<b>522.3</b>	<b>344.9</b>

**Significant estimates: Actuarial assumptions and sensitivity for gratuity**

The significant actuarial assumptions were as follows:

Particulars	March 31, 2018	March 31, 2017
Discount rate	7.35%	7.15%
Salary growth rate	6.00%	6.00%
Expected return on assets	7.35%	7.15%
Attrition Rate	10% - 29%	1% - 25%
Mortality	Indian Assured Lives Mortality (2006-08)	

## Sensitivity analysis

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarises the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Impact on defined benefit obligation					
	Change in assumptions		Increase in assumptions		Decrease in assumptions	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Discount rate	50 basis point	50 basis point	-2.19%	-4.30%	2.29%	4.64%
Salary growth rate	50 basis point	50 basis point	2.30%	4.67%	-2.22%	-4.36%

# Notes to the Standalone Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

The major categories of plans assets for gratuity are as follows:

Particulars	March 31, 2018				March 31, 2017			
	Quoted	Unquoted	Total	In %	Quoted	Unquoted	Total	In %
Insurer (LIC) Managed Funds	-	1,308.1	1,308.1	100%	-	1,260.3	1,260.3	100%

### Risk Exposure for gratuity

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below :

- Asset volatility:** The plan liabilities are calculated using a discount rate set with reference to bond yields, if the plan assets underperform this yield, this will create a deficit. Further any decrease in the bond yields will increase the plan liabilities. The plan assets investments are in unquoted securities which are subject to interest rate risks and the fund manages the interest rate risks to an acceptable low level.
- Salary growth & Demographic assumptions:** The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lumpsum in nature the plan is not subject to any longevty risks.

### Defined benefit liability and employer contributions for gratuity

The weighted average duration of the defined benefit obligation is 4.48 years (2017 - 8.93 years). The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
March 31, 2018 - Post Employment Obligations	474.0	279.5	697.8	1,263.0	2,714.2
March 31, 2017 - Post Employment Obligations	227.8	139.5	315.4	2,927.4	3,610.1

### Provident Fund:

The amounts recognised in the balance sheet and the movements in provident fund over the year are as follows:

	Present value of obligation	Fair value of plan assets	Net amount
<b>March 31, 2016</b>	7,460.6	(7,460.6)	-
Current service cost	366.5	-	366.5
Interest expense/(income)	591.6	(591.6)	-
<b>Total amount recognised in profit and loss</b>	<b>958.1</b>	<b>(591.6)</b>	<b>366.5</b>
Remeasurements			
Experience (gains)/losses	103.8	(103.8)	-
<b>Total amount recognised in other comprehensive income</b>	<b>103.8</b>	<b>(103.8)</b>	<b>-</b>
Employees contributions	667.6	(667.6)	-
Employer contributions	-	(366.5)	(366.5)
Liabilities assumed/(settled)	263.3	(263.3)	-
Benefit payments	(581.3)	581.3	-
<b>March 31, 2017</b>	<b>8,872.1</b>	<b>(8,872.1)</b>	<b>-</b>
Current service cost	374.7	-	374.7
Interest expense/(income)	636.8	(636.8)	-
<b>Total amount recognised in profit and loss</b>	<b>1,011.5</b>	<b>(636.8)</b>	<b>374.7</b>
Remeasurements			
Experience (gains)/losses	152.4	(152.4)	-
<b>Total amount recognised in other comprehensive income</b>	<b>152.4</b>	<b>(152.4)</b>	<b>-</b>
Employees contributions	684.2	(684.2)	-
Employer contributions		(374.7)	(374.7)
Liabilities assumed/(settled)	41.6	(41.6)	-
Benefit payments	(682.4)	682.4	-
<b>March 31, 2018</b>	<b>10,079.4</b>	<b>(10,079.4)</b>	<b>-</b>

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

The net liability disclosed above relates to funded and unfunded plans are as follows:

Particulars	March 31, 2018	March 31, 2017
Present value of funded obligations	10,079.4	8,872.1
Fair value of plan assets	(10,079.4)	(8,872.1)
Deficit of funded plan	-	-
Unfunded plans	-	-
Deficit of provident fund plan	-	-

## Significant estimates: Actuarial assumptions and sensitivity for provident fund

The significant actuarial assumptions were as follows:

Particulars	March 31, 2018	March 31, 2017
Discount rate	7.35%	7.15%
Future derived return on assets	8.65%	9.20%

## Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Impact on defined benefit obligation					
	Change in assumptions		Increase in assumptions		Decrease in assumptions	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Difference between rate earned and guaranteed rate	100 basis point	100 basis point	0.18%	0.39%	-	-

Major categories of plans assets for provident fund are as follows:

Particulars	March 31, 2018				March 31, 2017			
	Quoted	Unquoted	Total	In %	Quoted	Unquoted	Total	In %
Equities and related investment	352.8	-	352.8	3.5%	223.8	-	223.8	2.2%
Government of India Securities	4,254.0	-	4,254.0	42.2%	3,618.1	-	3,618.1	35.9%
Other Debt Instruments	4,382.9	730.4	5,113.3	50.7%	4,702.9	-	4,702.9	46.7%
Others	-	359.3	359.3	3.6%	-	327.3	327.3	3.2%
Special deposits scheme	-	-	-	-	-	-	-	-
Total	8,989.7	1,089.7	10,079.4		8,544.8	327.3	8,872.1	

## Risk Exposure for provident fund

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which is detailed below

Asset volatility- The plan liabilities are calculated using a discount rate set with reference to bond yields, if the plan assets underperform this yield, this will create a deficit. Further any decrease in the bond yields will increase the plan liabilities.

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 16 Deferred Tax Assets/(Liabilities)

The balance comprises of temporary differences attributable to:

Particulars	March 31, 2018	March 31, 2017
Deferred Tax (Liabilities)		
On Fiscal Allowances on Fixed Assets	(1,129.1)	(1,050.4)
Other Items		
On NCD issue expenses	(10.7)	(19.1)
<b>Less: Deferred Tax Assets</b>		
On provisions allowable for tax purpose when paid	443.0	252.1
On Provision for Doubtful Debts and Advances	670.2	450.5
MAT Credit Entitlement	11,522.4	-
On unabsorbed depreciation	222.6	676.4
Other Items		
On Rent escalation	19.0	23.2
<b>Net Deferred Tax Assets</b>	<b>11,737.4</b>	<b>332.7</b>

Movement in Deferred Tax Assets / (Liabilities):

Particulars	On Fiscal Allowances on Fixed Assets	On provisions allowable for tax purpose when paid	On Provision for Doubtful Debts and Advances	On unabsorbed depreciation	Other Items	MAT Credit Entitlement	Total
<b>As at March 31, 2016</b>	<b>(811.3)</b>	<b>264.3</b>	<b>439.3</b>	<b>139.5</b>	<b>303.8</b>	<b>-</b>	<b>335.6</b>
(charged)/credited							
-to profit or loss	(239.1)	(85.1)	11.1	537.0	(299.7)	-	(75.7)
-to other comprehensive income	-	72.9	-	-	-	-	72.9
<b>As at March 31, 2017</b>	<b>(1,050.4)</b>	<b>252.1</b>	<b>450.4</b>	<b>676.5</b>	<b>4.1</b>	<b>-</b>	<b>332.7</b>
(charged)/credited							
-to profit or loss	(78.8)	162.6	219.6	(453.8)	4.4	11,522.4	11,376.4
-to other comprehensive income	-	28.2	-	-	-	-	28.2
<b>As at March 31, 2018</b>	<b>(1,129.2)</b>	<b>442.9</b>	<b>670.1</b>	<b>222.7</b>	<b>8.5</b>	<b>11,522.4</b>	<b>11,737.4</b>

### Significant estimates-

The Company has recognised deferred tax assets on carried forward tax losses and MAT credit entitlement. The company estimates that the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets. The unabsorbed depreciation can be carried forward for unlimited years and losses for a period of 8 years as per local tax regulations and the company expects to recover the losses.

## 17 Revenue from Operations

Particulars	March 31, 2018	March 31, 2017
Sale of Services	185,357.2	166,951.6
Other Operating Revenue		
-Education and Training Revenue	17.1	-
-Claims written back	4,948.2	4,472.3
<b>Total</b>	<b>190,322.5</b>	<b>171,423.9</b>



# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 18 Other Income and other gains/(losses)

### Other Income

Particulars	March 31, 2018	March 31, 2017
Interest Income		
- On Bank Deposits	549.5	332.0
- On Others	-	31.6
- On Loan to Subsidiaries	322.6	-
Dividend Income		
- From Subsidiaries	30.8	72.7
- From Mutual Fund Investments	86.6	249.9
Income from Mutual Funds	900.7	-
Profit on sale of property, plant and equipment (Net)	-	171.7
Miscellaneous Income	1,544.1	1,598.9
<b>Total</b>	<b>3,434.3</b>	<b>2,456.8</b>

## 19 Employee Benefit Expense

Particulars	March 31, 2018	March 31, 2017
Salaries Wages and Bonus	15,492.0	13,844.8
Contribution to Provident and Other Funds	753.1	709.3
Gratuity	207.7	171.8
Share based payment to employees	612.2	778.8
Staff Welfare Expenses	492.7	568.8
Staff Training, Recruitment and Other Costs	219.4	268.8
Incentives to Staff	1,628.1	1,243.6
<b>Total</b>	<b>19,405.2</b>	<b>17,585.9</b>

## 20 Depreciation and Amortisation Expense

Particulars	March 31, 2018	March 31, 2017
Depreciation on Tangible Assets	1,367.9	1,332.2
Amortisation on Intangible Assets	468.6	430.1
<b>Total</b>	<b>1,836.5</b>	<b>1,762.3</b>

## 21 Other Expenses

Particulars	March 31, 2018	March 31, 2017
Rent	6,879.5	6,205.6
Electricity	567.6	595.6
Repairs to building	-	-
Repairs to others	1,395.4	807.2
Insurance	113.9	164.2
Rates and taxes	195.9	190.4
Licence fees	182.0	190.0
Security services	467.1	490.0
Travelling expenses	1,324.2	1,064.8
Vehicle running and maintenance expenses	17.8	92.8
Directors sitting fees	52.0	27.5
Commission to directors	10.9	-
Loss on sale of property, plant and equipment (Net)	69.1	-
Legal and professional charges (refer note 21 (a))	4,154.1	4,970.7

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	March 31, 2018	March 31, 2017
Printing and stationery	951.3	987.2
Freight currency shipment	337.5	380.3
Provisions for doubtful debts and advances	1,138.7	899.1
Expenditure towards CSR (refer note 21 (b))	46.1	99.4
Donations	0.1	0.2
Miscellaneous expenses	1,166.3	203.1
<b>Total</b>	<b>19,069.5</b>	<b>17,368.1</b>

## (a) Details of payments to auditors

Particulars	March 31, 2018	March 31, 2017
Payment to auditors		
As auditor:		
-Statutory audit and limited review	64.0	53.8
-Reports under the provision of Income Tax Act, 1961	4.0	23.5
-Other Services	2.3	31.2
<b>In other capacities</b>		
-Re-imbursment of expenses	6.4	4.9
<b>Total payments to auditors</b>	<b>76.7</b>	<b>113.4</b>

## (b) Corporate social responsibility expenditure

Particulars	March 31, 2018	March 31, 2017
(a) Gross amount required to be spent by the Company during the year	39.7	98.8
(b) Amount spent and paid during the year on		
(1) Eradicating Hunger, Poverty & Malnutrition, Promoting Health-Care Including Preventive Health-Care And Sanitation	46.1	99.4
(c) Out of above amount paid to related party	2.8	-

## 22 Finance Cost

Particulars	March 31, 2018	March 31, 2017
Interest and finance charges on financial liabilities measured at amortised cost	2,351.5	2,925.6
Other Finance Charges	2,281.2	2,460.6
<b>Total</b>	<b>4,632.7</b>	<b>5,386.2</b>

## 23 Income Tax Expense

### (a) Income tax expense

Particulars	March 31, 2018	March 31, 2017
<b>Current tax</b>		
Current tax on profits for the year	12,075.1	
Total current tax expense	12,075.1	216.9
<b>Deferred tax</b>		
(Increase)/Decrease in deferred tax assets	(11,376.4)	75.7
Total deferred tax (Benefit)/Expense	(11,376.4)	75.7
<b>Income tax expense</b>	<b>698.7</b>	<b>292.6</b>

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (b) The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :

Particulars	March 31, 2018	March 31, 2017
(Loss)/Profit from continuing operations before income tax expense	53,841.5	(543.2)
Tax at the Indian tax rate of 34.608% (Previous Year 34.608%)	18,633.5	(188.0)
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
Corporate Social responsibility expenditure	17.4	34.4
Dividend	(30.2)	(112.0)
Dividend distribution tax on Non Convertible Redeemable Preference Shares (NCRPS)	232.3	216.9
Interest on NCRPS (earlier commercial paper interest)	275.0	368.7
Lease deposit - expense	(4.3)	(26.1)
Capital Gain exempt u/s 10(38)	(18,684.3)	-
Deferred Tax on OCI	28.2	72.9
Effect on deferred tax balances due to change in income tax rate from 34.608% to 34.944% (effective April 1, 2018)	180.9	-
Other Items	50.2	(74.2)
<b>Income tax expense</b>	<b>698.7</b>	<b>292.6</b>

## 24 Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the balance sheet). Total capital is calculated as 'equity' as shown in the balance sheet plus debt.

During the periods presented, the Company's strategy has been unchanged. The credit rating was unchanged and the gearing ratios as at the period ends were as follows:

Particulars	March 31, 2018	March 31, 2017
Debt	14,654.1	35,350.3
Total equity	169,044.5	115,988.0
Debt to equity ratio	8.7%	30.5%

### Loan Covenants

Not applicable, since the company does not have covenants under the facilities availed.

## 25 Proposed Dividends

Particulars	March 31, 2018	March 31, 2017
Equity shares		
Final dividend paid during the year Rs. 0.375 per fully paid share (March 31, 2017 of Rs. 0.375 per fully paid share)	1,375.6	1,374.3
Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of Rs. 0.375 per fully paid equity share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	1,388.3	1,375.3

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 26 Contingent liabilities

Particulars	March 31, 2018	March 31, 2017
Claims against the Company not acknowledged as debts		
Demand from Bombay Electric Supply and Transport for electricity charges	19.6	19.6
Disputed claims made by clients	295.6	69.2
Disputed Income tax demands	467.9	652.7
Disputed Service Tax Demands	255.6	252.1
Guarantees given to Banks and others on behalf of Subsidiaries	55,331.5	28,015.0
Disputed demand for Increase in rent raised by Brihanmumbai Municipal Corporation	713.1	671.8

- (a) It is not practicable for the Company to estimate the timing of cash flows, if any, in respect of the above pending resolution of the respective proceedings.
- (b) The Company does not expect any reimbursement in respect of the above contingent liabilities.

## 27 Commitments

### (a) Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	March 31, 2018	March 31, 2017
Estimated value of contracts on capital account remaining to be executed	456.3	113.3

## 28 Leases

### (a) Non-cancellable operating leases

The company leases various offices, warehouses and retail stores under non-cancellable operating leases expiring within two to eight years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

Particulars	March 31, 2018	March 31, 2017
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:		
Within one year	14.3	19.3
Later than one year but not later than five years	-	-
Later than five years	-	-
<b>Total</b>	<b>14.3</b>	<b>19.3</b>

### Rental expense relating to operating leases

Particulars	March 31, 2018	March 31, 2017
Lease expenses	6,879.5	6,205.6
<b>Total rental expense relating to operating leases</b>	<b>6,879.5</b>	<b>6,205.6</b>

The above lease payments include lease arrangements entered into with airport authorities for operating foreign exchange counters at airports. Such arrangements include lease payments in the form of minimum guarantee fees and/or payments based on a percentage of revenue achieved through the counters, or both.

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (b) Financing leases:

Particulars	March 31, 2018	March 31, 2017
(i) Minimum Lease Payments payable		
Not later than one year	11.1	154.0
Later than one year but not later than five years	39.9	344.7
	<b>51.0</b>	<b>498.7</b>
(ii) Present Value of Minimum Lease Payments payable		
Not later than one year	6.8	109.8
Later than one year but not later than five years	32.8	296.0
	<b>39.6</b>	<b>405.8</b>
(iii) Reconciliation of Minimum Lease Payments and their Present Value		
Minimum Lease Payments Payable as per (i) above	51.0	498.7
Less: Finance Charges to be recognised in subsequent years	11.4	92.9
Present Value of Minimum Lease Payments payable as per (ii) above	<b>39.6</b>	<b>405.8</b>
(iv) Finance Charges recognised in the Statement of Profit and Loss	<b>13.5</b>	<b>47.0</b>

## 29 Fair value measurements

### Financial instruments by category

Particulars	March 31, 2018			March 31, 2017		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
<b>Financial assets</b>						
Equity instruments - Investment	9.6	-	-	9.6	-	-
Mutual funds	7,509.2	-	-	-	-	-
Security Deposits	-	-	3,916.9	-	-	3,779.8
Deposits with banks with more than 12 months maturity	-	-	261.8	-	-	1,683.9
Trade receivable	-	-	36,741.1	-	-	21,915.7
Cash and cash equivalents	-	-	53,075.8	-	-	43,378.1
Derivative financial assets	198.4	-	-	-	-	-
Others	-	-	31,377.1	-	-	4,562.4
<b>Total financial assets</b>	<b>7,717.3</b>	<b>-</b>	<b>125,372.7</b>	<b>9.6</b>	<b>-</b>	<b>75,319.9</b>
<b>Financial liabilities</b>						
Borrowings	-	-	14,654.1	-	-	35,350.3
Trade Payable	-	-	74,785.0	-	-	44,407.7
Derivative Financial Liabilities	-	-	-	998.3	-	-
Payable to related parties	-	-	-	-	-	-
Others	-	-	4,079.2	-	-	5,930.8
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>93,518.3</b>	<b>998.3</b>	<b>-</b>	<b>85,688.8</b>

Note: The above excludes investments in Subsidiary amounting to Rs. 115,278.7

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements as at March 31, 2018	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Financial investments at FVTPL				
JIK Industries Limited	*	-	-	-
Weizmann Limited	*	-	-	-
Karma Energy Limited	*	-	-	-
Weizmann Forex Limited	*	-	-	-
Visa Inc	-	9.6	-	9.6
Mutual Fund	7,509.2	-	-	7,509.2
Derivative financial assets	198.4	-	-	198.4
<b>Total Financial Assets</b>	<b>7,707.6</b>	<b>9.6</b>	<b>-</b>	<b>7,717.3</b>

Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2018	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Security Deposits	-	3,916.9	-	3,916.9
<b>Total Financial Assets</b>	<b>-</b>	<b>3,916.9</b>	<b>-</b>	<b>3,916.9</b>
Borrowings	-	14,654.1	-	14,654.1
<b>Total Financial Liabilities</b>	<b>-</b>	<b>14,654.1</b>	<b>-</b>	<b>14,654.1</b>

Financial assets and liabilities measured at fair value - recurring fair value measurements as at March 31, 2017	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Financial investments at FVPL				
JIK Industries Limited	*	-	-	-
Weizmann Limited	*	-	-	-
Karma Energy Limited	*	-	-	-
Weizmann Forex Limited	*	-	-	-
Visa Inc	-	9.6	-	9.6
Derivative Financial Liabilities	998.3	-	-	998.3
<b>Total Financial Assets and Liabilities</b>	<b>998.3</b>	<b>9.6</b>	<b>-</b>	<b>1,007.9</b>

Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2017	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Security Deposits	-	3,779.8	-	3,779.8
<b>Total Financial Assets</b>	<b>-</b>	<b>3,779.8</b>	<b>-</b>	<b>3,779.8</b>
Borrowings	-	35,350.3	-	35,350.3
<b>Total Financial Liabilities</b>	<b>-</b>	<b>35,350.3</b>	<b>-</b>	<b>35,350.3</b>

\* Amount is below the rounding off norm adopted by the Company.

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.



# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.
- the foreign exchange forward contracts are marked to market using forward FEDAI rates pertaining to the date of maturity of the contract at the balance sheet date.
- Discount rates to fair value of financial assets and liabilities at amortised cost is based on general lending rate.

## (iii) Fair value of financial assets and liabilities measured at amortised cost

Particulars	March 31, 2018		March 31, 2017	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial assets</b>				
Security Deposits	3,916.9	475.0	3,779.8	3,814.1
<b>Financial liabilities</b>				
Non current Borrowings	6,702.3	7,103.5	26,073.8	30,614.3
Non-Convertible Debentures	6,702.3	7,103.5	13,573.8	17,837.2
Non Convertible Redeemable Preference Shares ("NCRPS")	-	-	12,500.0	12,777.1

The carrying amounts of Accrued revenue, insurance claim receivable, advance to related parties, current borrowings, trade payables, trade receivable, other financial liabilities, cash and cash equivalents and other bank balances are considered to be the same as their fair values due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

## 30 Financial risk management

The Company's activities expose it to credit risk, market risk and liquidity risk.

The company has an overall Enterprise Risk Management policy, approved by the Audit Committee of the Board of Directors. Risks are managed by the individual Business Units, or the Support Services' unit, entering into the base transactions, which give rise to the risks. The Executive Committee (comprising the Chairman & Managing Director, the Chief Financial Officer, and the Heads of the Business Units and Support Services' units) has the overall responsibility for the risk management framework and its effectiveness, with the respective Heads of Business Units/ Support Services' units, being responsible for its implementation and day-to-day monitoring. The Company's policy is to place cash and cash equivalents and short term deposits with reputable banks and financial institutions.

### (A) Credit Risk

The company is exposed to credit risk, which is the risk that counterparty will default on its contractual obligation resulting in a financial loss to the company. To manage this, the company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, analysis of historical bad debts and ageing of accounts receivable as of different reporting periods.

Analysis of Trade receivables ageing of last 5 years

Particulars	Less than 1 year	More than 1 year	Total
March 31, 2018	37,173.0	1,388.0	38,561.0
March 31, 2017	22,599.1	398.2	22,997.3
March 31, 2016	18,597.5	1,351.4	19,948.9
March 31, 2015	21,566.1	1,082.3	22,648.4
March 31, 2014	24,575.2	1,579.8	26,155.0

Reconciliation of loss allowance provision – Trade receivables

Reconciliation of loss allowance	Amount
Loss allowance on March 31, 2016	1,018.1
Changes in loss allowance	63.5
<b>Loss allowance on March 31, 2017</b>	<b>1,081.6</b>
Changes in loss allowance	738.3
<b>Loss allowance on March 31, 2018</b>	<b>1,819.9</b>

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (B) Market risk

### (i) Foreign currency risk

The Company enters into foreign currency transactions in the Foreign Exchange and Leisure Travel Outbound businesses. The currency risk arising out of foreign currency transactions in the Foreign Exchange business is monitored by a central dealing room, which then hedges the positions transactions entered into at individual locations across the country, through deals in the interbank market, or through forward contracts, thereby ensuring that there are minimal open positions. In the Leisure Travel Outbound business, package prices are denominated partly in the functional currency of the Company, Indian Rupees (Rs.), and partly in foreign currencies. The portion of customer collection in foreign currencies, which is parked in Nostro bank accounts, is used to pay off vendor liabilities, denominated in foreign currencies, thereby creating a natural hedge. As a result, the risk related to foreign currency exchange rate fluctuation is insignificant.

### (a) Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in Rs., are as follows

Particulars	March 31, 2018				March 31, 2017			
	EUR	GBP	USD	Others	EUR	GBP	USD	Others
Cash and cash equivalents	105.5	2,351.4	13,342.0	1,878.2	539.4	1,109.2	10,427.3	2,304.8
Other financial assets	521.5	12.0	5,088.6	2,300.3	889.1	15.7	3,521.4	2,416.3
Trade payables and other financial liabilities	(11,669.2)	(4,891.7)	(24,298.5)	(9,179.5)	(9,839.3)	(4,443.7)	(21,151.4)	(7,533.7)
<b>Gross Exposure</b>	<b>(11,042.2)</b>	<b>(2,528.4)</b>	<b>(5,868.0)</b>	<b>(5,000.9)</b>	<b>(8,410.8)</b>	<b>(3,318.8)</b>	<b>(7,202.7)</b>	<b>(2,812.6)</b>
Forward contracts	11,695.9	3,511.8	4,682.1	6,853.7	8,641.7	3,448.7	7,050.2	3,379.2
<b>Net Exposure</b>	<b>653.8</b>	<b>983.4</b>	<b>(1,185.9)</b>	<b>1,852.8</b>	<b>230.9</b>	<b>129.9</b>	<b>(152.5)</b>	<b>566.6</b>
<b>Net Exposure*</b>	<b>2,304.2</b>				<b>774.9</b>			

\* Net Exposure of Rs. 2304.2 Lakhs and Rs. 774.9 Lakhs is due to the Accrued Income which is included in balance sheet for the amount of Rs. 2376.7 Lakhs in current year and Rs. 747.4 Lakhs in last year. The Company will cover this exposure on actual receipt of foreign currency amount.

### (b) Sensitivity:

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and from foreign forward exchange contracts.

Particulars	Impact on profit after tax				Impact on other components of equity			
	March 31, 2018		March 31, 2017		March 31, 2018		March 31, 2017	
	Strengthening	Weakening	Strengthening	Weakening	Strengthening	Weakening	Strengthening	Weakening
Effect in Rs.								
1% movement								
EUR	4.3	(4.3)	1.5	(1.5)	-	-	-	-
GBP	6.4	(6.4)	0.9	(0.9)	-	-	-	-
USD	(7.8)	7.8	(1.0)	1.0	-	-	-	-

\*Holding all other variables constant

### (ii) Interest Rate risk exposure

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	March 31, 2018	March 31, 2017
Variable rate borrowings	1,311.0	5,832.6

As at the end of the reporting period, the company had the following variable rate borrowings:

Particulars	March 31, 2018			March 31, 2017		
	Weighted average interest rate Quoted	Balance	% of total loans	Weighted average interest rate	Balance	% of total loans
Bank overdrafts	9.0%	1,311.0	16.4%	9.5%	5,832.6	18.3%
Net exposure to cash flow interest rate risk		1,311.0			5,832.6	

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. Changes in interest rate are based on historical movement.

Particulars	Impact on profit after tax	
	March 31, 2018	March 31, 2017
Interest rates - increase by 100 basis points *	(11.3)	(8.1)
Interest rates - decrease by 100 basis points *	11.3	8.1

\* Holding all other variables constant

## (iii) Price Risk

### Exposure

The company's exposure to equity securities price risk arises from investments held by the company and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss. Since the company does not have material equity investments, the company does not have a material price risk exposure as of reporting period.

## (C) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company's treasury maintains flexibility in funding by maintaining sufficient cash and bank balances available to meet the working capital requirements. Management monitors rolling forecasts of the company's liquidity position (comprising the unused cash and bank balances along with temporary investments in fixed deposits and/or liquid mutual funds) on the basis of expected cash flows.

### (i) Financing arrangements

Particulars	March 31, 2018	March 31, 2017
Floating rate		
-expiring within one year (bank overdraft)	1,311.0	5,832.6
	<b>1,311.0</b>	<b>5,832.6</b>

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

### (ii) Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity based on their contractual maturities for:

- all non-derivative financial liabilities, and
- net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities	< 1 year	Between 1 and 2 years	> 2 years	Total
<b>March 31, 2018</b>				
Borrowings	7,939.3	3,295.8	3,419.1	14,654.2
Trade payables	74,785.0	-	-	74,785.0
Other financial liabilities	2,857.3	47.1	50.8	2,955.2
<b>Total liabilities</b>	<b>85,581.6</b>	<b>3,342.9</b>	<b>3,469.9</b>	<b>92,394.5</b>
Contractual maturities of financial liabilities	< 1 year	Between 1 and 2 years	> 2 years	Total
<b>March 31, 2017</b>				
Borrowings	9,251.8	6,760.7	19,337.8	35,350.4
Trade payables	44,407.7	-	-	44,407.7
Other financial liabilities	5,704.0	67.3	98.0	5,869.2
<b>Total liabilities</b>	<b>59,363.5</b>	<b>6,828.0</b>	<b>19,435.8</b>	<b>85,627.3</b>

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 31 Related Party Transactions

### (a) Parent Entities

The Company is controlled by the following entity:

Name	Place of Incorporation	Ownership Interest (%)	
		March 31, 2018	March 31, 2017
Fairbridge Capital (Mauritius) Limited, Mauritius ("FCML") (FCML is wholly owned and controlled by Fairfax Financial Holdings Limited, Canada, the ultimate holding company)	Mauritius	67.0%	67.7%

### (b) Name of the related party and related party relationship

Sr No	Name of Entity	Place of Business/ country of incorporation	Relationship
1	Travel Corporation (India) Limited	India	Subsidiary
2	TC Visa Services (India) Ltd *	India	Subsidiary
3	Horizon Travel Holdings (Singapore) Private Limited*	Singapore	Subsidiary
4	Travel Circle International Ltd. *	Hong Kong	Subsidiary
5	SOTC Travel Ltd	India	Subsidiary
6	TCI-Go Vacation India Pvt Ltd	India	Associate
7	SOTC Travel Management Pvt. Ltd.	India	Subsidiary
8	SITA World Travel Lanka (Pvt) Limited *	Sri-Lanka	Subsidiary
9	SITA World Travel (Nepal) Private Limited *	Nepal	Subsidiary
10	Sterling Holiday Resorts Limited (SHRL)	India	Subsidiary
11	Sterling Holidays (Ooty) Limited ***	India	Subsidiary
12	Sterling Holidays Resorts (Kodaikannal) Limited ***	India	Subsidiary
13	Nature Trails Resorts Private Limited ***	India	Subsidiary
14	Quess Corp Limited \$	India	Subsidiary /Associate
15	Co-Achieve Solutions Private Limited+ \$	India	Subsidiary
16	Aravon Services Private Limited + \$	India	Subsidiary
17	Terrier Security Services (India) Private Limited++	India	Associate
18	Quess Corp Limited (Formerly Known as "IKYA Human Capital Solutions Limited") (Quess)	India	Subsidiary
19	MFX Infotech Private Limited @	India	Subsidiary
20	Co-Achieve Solutions Private Limited @	India	Subsidiary
21	Aravon Services Private Limited (Formerly known as "ARAMARK India Private Limited")@	India	Subsidiary
22	Dependo Logistics Solutions Private Limited. @	India	Subsidiary
23	Centreq Business Services Private Limited @	India	Subsidiary
24	Excelus Learning Solutions Private Limited @	India	Subsidiary
25	Inticore VJP Advance Systems Private Limited @	India	Subsidiary
26	Quess Corp(USA) Inc. @	USA	Subsidiary
27	Quessglobal (Malaysia) SDN.BHD (incorporated during the year) @	Malaysia	Subsidiary
28	Quess (Philippines) Corp @	Philippines	Subsidiary
29	Quesscorp Holdings PTE. LTD @	Singapore	Subsidiary
30	Ikya Business Services (Private) Limited @	Sri-Lanka	Subsidiary
31	Brainhunter Systems Limited @	Canada	Subsidiary

## Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Sr No	Name of Entity	Place of Business/ country of incorporation	Relationship
32	Connct Business Solutions Limited (Formerly known as Tata Business Support Services Limited upto 8-Jan-18)(51%)	India	Subsidiary
33	Golden Star Facilities and Services Private Limited (70%)	India	Subsidiary
34	Master Staffing Solutions Private Limited	India	Subsidiary
35	Vedang Cellular Services Private Limited (70%)	India	Subsidiary
36	Quessglobal (Malaysia) SDN.BHD @	Malaysia	Subsidiary
37	MFXchange Holdings Inc @	Canada	Subsidiary
38	Quess Corp Lanka (Private) Limited @	Sri-Lanka	Subsidiary
39	Comtel Solutions Pte. Limited @	Singapore	Subsidiary
40	Mindwire Systems Limited @	Canada	Subsidiary
41	Brainhunter Companies LLC @	USA	Subsidiary
42	Monster.com (India) Private Limited	India	Subsidiary
43	Monster.com SG PTE Limited	Singapore	Subsidiary
44	Monster.com HK Limited	HongKong	Subsidiary
45	Terrier Security Services (India) Private Limited ^	India	Associate
46	MFX Chile SpA	Chile	Subsidiary
47	Comtelpro Pte Limited	Singapore	Subsidiary
48	MFXchange (Ireland) Limited @	Ireland	Subsidiary
49	Terrier Security Services (India) Private Limited ^	India	Associate
50	Simpliance Technologies Private Limited ^	India	Associate
51	Quess Recruit, Inc	Philippines	Associate
52	Himmer Industrial Services (M) Sdn. Bhd. ^	Malaysia	Associate
53	National Collateral Management Services Limited	India	Fellow Subsidiaries
54	Fairfax (US) Inc.	USA	Fellow Subsidiaries
55	Net Resources Investments Private Limited	India	Other related parties
56	Styracorp Management Services (Sole proprietorship firm)	Dubai	Other related parties
57	IME Consultancy (sole proprietorship)	Dubai	Other related parties
58	MFXchange Inc @	USA	Subsidiary
59	Thomas Cook (Mauritius) Holding Company Limited	Mauritius	Subsidiary
60	Thomas Cook (Mauritius) Operations Company Limited #	Mauritius	Subsidiary
61	Thomas Cook (Mauritius) Holidays Limited #	Mauritius	Subsidiary
62	Thomas Cook Lanka (Private) Limited	Sri-Lanka	Subsidiary
63	Luxe Asia Private Limited ##	Sri-Lanka	Subsidiary
64	TC Tours Limited	India	Subsidiary
65	TC Forex Services Limited	India	Subsidiary
66	TC Travel & Services Limited ###	India	Subsidiary
67	Jardin Travel Solutions Limited (w.e.f September 1, 2015) *	India	Subsidiary
68	Borderless Travel Services Limited	India	Subsidiary
69	Indian Horizon Marketing Services Limited	India	Subsidiary
70	Travel Circle International (Mauritius) Ltd **	Mauritius	Subsidiary
71	Horizon Travel Services LLC *	USA	Subsidiary
72	Kuoni Austrailia Holding Pty Ltd @@	Austrailia	Subsidiary
73	Austrailia Tours Management Pty Ltd ^	Austrailia	Subsidiary
74	Asian Trail Holdings Ltd @@	Mauritius	Subsidiary
75	Kuoni Destination Management (Beijing) Ltd @	Beijing	Subsidiary

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Sr No	Name of Entity	Place of Business/ country of incorporation	Relationship
76	Asian Trails Tours Ltd @	Myanmar	Subsidiary
77	Asian Trails Co. Ltd @	Cambodia	Subsidiary
78	AT Lao Co. Ltd @	Laos	Subsidiary
79	PT Asian Trails Ltd @	Indonesia	Subsidiary
80	Asian Trails SDN BHD @	Malaysia	Subsidiary
81	Asian Trails (Vietnam) Co. Ltd @	Vietnam	Subsidiary
82	Asian Trails Ltd @	Thailand	Subsidiary
83	Chang Som Ltd ^^	Thailand	Subsidiary
84	Reem Tours & Travels LLC @@	Dubai	Subsidiary
85	Gulf Dunes LLC @@	Dubai	Subsidiary
86	Gulf Dunes Tourism LLC ^^^	Oman	Subsidiary
87	Desert Adventures Tourism LLC @@	Dubai	Subsidiary
88	Muscat Desert Adventures Tourism LLC @@@	Oman	Subsidiary
89	Desert Adventures Tourism Ltd @@@	Jordan	Subsidiary
90	Kuoni Private Safaris (Pty.) Ltd @@	South Africa	Subsidiary
91	Kuoni Private Safaris Namibia (Pty.) Ltd ^^^^	Namibia	Subsidiary
92	Private Safaris (East Africa) Ltd @@	Kenya	Subsidiary
93	Fairfax India Charitable Foundation	India	Fellow subsidiary

\* These Companies are subsidiaries of Travel Corporation (India) Limited and step down subsidiaries of Thomas Cook (India) Limited

\*\* These Companies are subsidiaries of SOTC Travel Ltd and step down subsidiaries of Thomas Cook (India) Limited

\*\*\* These Companies are subsidiaries of Sterling Holiday Resorts Limited and step down subsidiaries of Thomas Cook (India) Limited

\$ Quess Corp Limited ceased to be a subsidiary as at February 28, 2018

# These Companies are subsidiaries of Thomas Cook (Mauritius) Holding Company Limited and step down subsidiaries of Thomas Cook (India) Limited

## These Companies are subsidiaries of Thomas Cook Lanka (Private) Limited and step down subsidiaries of Thomas Cook (India) Limited

### These Companies are subsidiaries of TC Tours Limited and step down subsidiaries of Thomas Cook (India) Limited

+These Companies are subsidiaries of Quess Corp Limited and step down Associate of Thomas Cook (India) Limited

++These Companies are Associate of Quess Corp Limited and step down Associate of Thomas Cook (India) Limited

@ These Companies are subsidiaries of Asian Trail Holdings Ltd and step down subsidiaries of Travel Circle International (Mauritius) Ltd

@@ These Companies are subsidiaries of Travel Circle International (Mauritius) Ltd and step down subsidiaries of SOTC Travel Ltd

@@@ These Companies are subsidiaries of Desert Adventures Tourism LLC and step down subsidiaries of Travel Circle International (Mauritius) Ltd

^These Companies are subsidiaries of Kuoni Austrailia Holding Pty Ltd and step down subsidiaries of Travel Circle International (Mauritius) Ltd

^^These Companies are subsidiaries of Asian Trails Ltd and step down subsidiaries of Asian Trail Holdings Ltd

^^^ These Companies are subsidiaries of Gulf Dunes LLC and step down subsidiaries of Travel Circle International (Mauritius) Ltd

^^^^ These Companies are subsidiaries of Kuoni Private Safaris (Pty.) Ltd and step down subsidiaries of Travel Circle International (Mauritius) Ltd

## (c) Other Related Parties with whom the Company had transactions during the year / period

### Fellow subsidiaries:

- Fairbridge Capital Private Limited

### Subsidiaries Quess Corp Limited

- Co-Achieve Solutions Private Limited

- Aravon Services Private Limited

### Associate of Quess Corp Limited

- Terrier Security Services (India) Private Limited



# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (d) Key Management personnel

Madhavan Menon  
 Mahesh Iyer  
 R. R. Kenkare  
 Debasis Nandy  
 Rajeev Kale  
 Amit Madhan  
 Mona Cheriyan  
 Abraham Alapatt  
 Brijesh Modi (w.e.f June 1, 2017)  
 Amit Parekh

Relatives of key management personnel: Lili Menon

## (e) Key Management personnel compensation

Particulars	March 31, 2018	March 31, 2017
Short-term employee benefits	2,017.5	1,648.8
Post-employment benefits	**	**
Long-term employee benefits	-	-
Employee share-based payment	**	**

\*\* These amounts are included in the respective notes specifying the total amount of benefits paid.

## (f) Transactions with related parties

The following transactions occurred with related parties:

Nature of transaction	March 31, 2018	March 31, 2017
<b>(i) Ultimate Holding Company</b>		
<b>Reimbursement of Expenses (Net)</b>		
Fairfax Financials Holdings Limited	53.6	112.0
<b>Balances as at the year / period end - Outstanding Receivables</b>		
<b>(ii) Holding Company</b>		
<b>Dividend remitted</b>		
Fairbridge Capital (Mauritius) Limited	930.6	930.6
<b>(iii) Subsidiary Companies</b>		
<b>Subscription / Purchase of Equity Share Capital</b>		
SOTC Travel Services Private Limited (formerly known as 'Kuoni Travel (India) Private Limited')	-	1.0
SOTC Travel Management Pvt. Ltd. (Purchased from SOTC Travel Ltd)	1.0	-
<b>Sale of Equity Share</b>		
Jardin Travel Solutions Limited (Sold to Travel Corporation (India) Limited)	0.5	-
<b>Reimbursement of Expenses (Net)</b>		
Travel Corporation (India) Limited	204.8	240.6
Thomas Cook (Mauritius) Operations Company Limited	-	0.6
Thomas Cook Lanka (Private) Limited	4.9	6.0
Jardin Travel Solutions Limited	-	0.4
Borderless Travel Services Limited	-	0.4
SOTC Travel Services Private Limited	220.3	366.8
Quess Corp Limited	39.2	70.6
Travel Circle International Ltd (Formerly Kuoni Travel (China) Limited)	183.7	165.8
TC Forex Services Ltd	1.8	-

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Nature of transaction	March 31, 2018	March 31, 2017
Desert Adventures Tourism LLC	7.6	-
Horizon Travel Services LLC	1.9	-
Sita World Travel Lanka (Private) Limited	0.0	-
Sterling Holiday Resorts Limited (formerly known as 'Thomas Cook Insurance Services (India) Limited')	136.8	-
Thomas Cook Mauritius Operaiton Co. Ltd	8.0	-
Asian Trails Holding Ltd	24.8	-
Kuoni Private Safaris (Pty.) Ltd. (SA)	5.7	-
Private Safaris (E.A) Ltd.	1.9	-
<b>Consultancy Income</b>		
Sterling Holiday Resorts Limited (formerly known as 'Thomas Cook Insurance Services (India) Limited')	-	36.2
<b>Sale of Services</b>		
Thomas Cook (Mauritius) Holidays Limited	8.5	19.9
Qess Corp Limited	621.3	202.7
Travel Corporation (India) Limited	1,236.2	431.5
SOTC Travel Services Private Limited	8,185.4	4,553.6
Fairfax Financial Holdings Limited	16.3	-
TC Forex Services Ltd	722.8	-
Sterling Holiday Resorts Limited (formerly known as 'Thomas Cook Insurance Services (India) Limited')	166.8	-
Fairbridge Capital Pvt Ltd	5.3	-
<b>Facilities and Support Services Provided</b>		
TC Visa Services (India) Limited	14.7	14.7
Travel Corporation India Limited	55.8	-
Sterling Holiday Resorts Limited (formerly known as 'Thomas Cook Insurance Services (India) Limited')	-	2.2
SOTC Travel Services Private Limited	118.5	-
TC Forex Services Ltd	26.4	-
TC Travel and Services Ltd	18.8	-
TC Tours Limited	641.0	619.5
<b>Facilities and Support Services Received</b>		
TC Visa Services (India) Limited	15.2	15.2
Travel Corporation India Limited	215.1	-
Sterling Holiday Resorts Limited (formerly known as 'Thomas Cook Insurance Services (India) Limited')	24.0	24.0
<b>Services Availed #</b>		
Thomas Cook (Mauritius) Holidays Limited	513.7	691.1
Travel Corporation India Limited	4.7	-
TC Tours Limited	155,226.9	154,779.0
Indian Horizon Marketing Services Limited	-	3.6
TC Visa Services (India) Limited	9,031.9	716.5
Luxe Asia Private Limited (w.e.f. August 1, 2015)	424.7	301.3
SOTC Travel Services Private Limited	14.5	46.2
Fairfax India Charitable Foundation	2.8	-
Sterling Holiday Resorts Limited (formerly known as 'Thomas Cook Insurance Services (India) Limited')	82.2	87.1
<b>Other professional charges (Outsourced staff)</b>		
Qess Corp Limited	723.2	709.2
CoAchieve Solutions Private Limited	-	11.9

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Nature of transaction	March 31, 2018	March 31, 2017
Terrier Security Services (India) Pvt. Ltd.	59.1	-
<b>Data processing fees</b>		
Travel Circle International Ltd (Formerly Kuoni Travel (China) Limited)	37.5	46.9
<b>Corporate Guarantee Fees</b>		
Travel Corporation (India) Limited	10.3	12.5
Travel Circle International Ltd (Formerly Kuoni Travel (China) Limited)	130.1	145.9
SOTC Travel Services Private Limited	32.1	17.7
TC Travel and Services Ltd	1.0	-
Desert Adventures Tourism LLC	4.5	-
Horizon Travel Services LLC	5.8	-
Asian Trails Holding Ltd	0.7	-
Sita World Travel Lanka (Private) Limited	0.0	-
TC Tours Limited	2.6	-
<b>Directors deposit fees paid</b>		
SOTC Travel Services Private Limited	-	6.0
<b>ESOP Push Down</b>		
Travel Corporation (India) Limited	246.2	(16.9)
TC Visa Services Limited	(3.5)	3.7
Sterling Holiday Resort Limited	44.9	201.0
TC Tours Limited	(9.3)	12.0
SOTC Travel Services Limited	154.8	171.3
<b>Interest on Loan Received</b>		
Travel Corporation (India) Limited	197.3	-
TC Forex Services Ltd	125.3	-
<b>Loan Given to Subsidiary</b>		
Travel Corporation (India) Limited	8,200.0	-
TC Forex Services Ltd	4,209.4	-
<b>Repayment of Loan from Subsidiary</b>		
Travel Corporation (India) Limited	300.0	-
TC Forex Services Ltd	775.0	-
<b>Interim Dividend Received</b>		
Thomas Cook Lanka (Private) Limited	30.8	-
<b>(iv) Fellow subsidiaries</b>		
<b>Reimbursement of Expenses (Net)</b>		
Fairbridge Capital Private Limited	-	3.7
<b>Dividend remitted</b>		
Hamblin Watsa Investment Counsel Limited	-	1,065.4
*Sale value of transactions		
# Purchase value of transactions		
<b>(v) Key Management Personnel</b>		
<b>Remuneration</b>		
Madhavan Menon	513.4	516.0
Mahesh Iyer	296.9	178.0
R. R. Kenkare	195.5	171.5
Debasis Nandy	204.0	169.9
Rajeev Kale	161.9	132.0
Amit Madhan	139.1	134.2
Mona Cheriyan	173.9	167.6
Abraham Alapatt	163.3	139.6

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Nature of transaction	March 31, 2018	March 31, 2017
Brijesh Modi (w.e.f. June 1, 2017)	113.6	-
Amit Parekh (w.e.f. March 1, 2016)	55.9	40.0
@ Gratuity is contributed for the Company as a whole and hence excluded.		
<b>(vi) Relatives of key management Personnel</b>		
<b>Rent Expense</b>		
Lili Menon	19.3	19.3
<b>Balances as at the year end</b>		
<b>Deposit Receivable</b>		
Lili Menon	165.0	165.0

## (g) Outstanding balances

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

Particulars	March 31, 2018	March 31, 2017
<b>Outstanding payables</b>		
TC Tours Limited	20,687.5	161.1
Thomas Cook (Mauritius) Holidays Limited	213.0	82.2
TC Visa Services (India) Limited	94.0	143.6
Qess Corp Limited	126.6	97.7
CoAchieve Solutions Private Limited	2.2	-
Sterling Holiday Resorts Limited (formerly known as 'Thomas Cook Insurance Services (India) Limited')	28.4	-
Thomas Cook Indian IP Ltd	170.4	-
TC Forex Services Ltd	0.2	-
<b>Total payables to related parties</b>	<b>21,322.3</b>	<b>484.6</b>
<b>Trade receivables</b>		
Indian Horizon Marketing Services Limited (formerly known as 'Indian Horizon Travel and Tours Limited')	-	21.0
TC Tours Limited	1,918.7	30.2
Thomas Cook (Mauritius) Operations Company Limited	-	0.1
TC Forex Services Ltd	38.6	-
TC Travel and Services Ltd	1.0	-
Thomas Cook (Mauritius) Holidays Limited	8.1	-
Thomas Cook Lanka (Private) Limited	105.2	100.2
Travel Corporation (India) Limited	349.3	197.5
Qess Corp Limited	20.9	37.7
Sterling Holiday Resorts Limited (formerly known as 'Thomas Cook Insurance Services (India) Limited')	268.2	229.6
Desert Adventures Tourism LLC	12.1	-
Asian Trails Holding Ltd	24.8	-
Private Safaris (East Africa) Ltd	1.9	-
Fairbridge Capital India Ltd	0.4	-
Aravon Services Private Ltd	0.1	-
Sita World Travel Lanka (Private) Limited	0.0	-
Horizon Travel Services LLC	1.9	-
Jardin Travel Solutions Limited	3.7	3.5
Borderless Travel Services Limited	4.7	3.5
Travel Circle International Ltd (Formerly Kuoni Travel (China) Limited)	108.8	254.0
Kuoni Private Safaris (Pty.) Ltd	5.7	-

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	March 31, 2018	March 31, 2017
SOTC Travel Services Private Limited	353.9	345.7
Coachieve Solutions Pvt Ltd	2.5	-
Fairfax India Charitable Foundation	2.0	-
Fairfax Financials Holdings Limited	56.2	94.2
<b>Loan Receivable</b>		
Travel Corporation (India) Limited	7,900.0	-
TC Forex Services Ltd	3,434.4	-
<b>Interest on Loan receivable</b>		
Travel Corporation (India) Limited	38.1	-
TC Forex Services Ltd	25.5	-
<b>Total receivables to related parties</b>	<b>14,686.7</b>	<b>1,317.0</b>

## (h) Loans to/from related parties

Particulars	March 31, 2018	March 31, 2017
<b>Loan to subsidiaries</b>		
Beginning of the year	-	-
Loans Advanced	12,409.4	-
Loan repayment received	1,075.0	-
Interest charged	322.6	-
Interest Received	259.0	-
<b>End of the year</b>	<b>11,334.4</b>	<b>-</b>

## (i) Guarantee Given

Particulars	March 31, 2018	March 31, 2017
Asian Trails Ltd	1,105.1	-
Desert Adventures Tourism LLC	9,124.5	-
Horizon Travel Services LLC	1,945.9	-
Travel Circle International Ltd.	14,148.0	16,970.5
SITA World Travel Lanka (Pvt) Limited	8.6	8.6
SOTC Travel Ltd	19,766.2	6,535.9
TC Tours Limited	5,300.0	-
TC Travel & Services Limited	1,600.0	-
Travel Corporation (India) Limited	2,333.3	4,500.0

## 32 Transfer Pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the international as well as specified domestic transactions (if applicable) entered into with the associated enterprise during the financial year and expects such records to be in existence latest by the end of the stipulated timeline, as required by law. The Management is of the opinion that its international as well as specified domestic transactions (if any) are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for taxation.

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 33 Share based payments

### Employee option plan/ Tradable Options

#### Thomas Cook Employees Stock Option Plan -2007

The Company has established an Employee Stock Option Plan called -“Thomas Cook Employees Stock Option Plan - 2007”. The same has been approved by a Special Resolution passed by the Shareholders by a Postal Ballot on March 23, 2007. The Scheme is in accordance with the provisions of Securities and Exchange Board of India (SEBI)- (Employee Stock Option Scheme and employee Stock Purchase Scheme) Guidelines, 1999. The exercise price is as governed by the guidelines issued by SEBI.

The objectives of this plan are :

- (a) Motivate talent in the organisation with a view to achieve long term business goals.
- (b) Retain key talent in the organisation.
- (c) Foster ownership and motivation.

The grant of options to employees under the stock option scheme is on the basis of their performance and other eligibility criteria. Each option will entitle the participant to one equity share of Thomas Cook (India) Limited. The unvested options shall vest with the participant in 3 equal annual instalments on each of the anniversaries from the Grant Date.

#### Thomas Cook Save As You Earn (SAYE) -2010

Further to the Thomas Cook Employees Stock Option Plan - 2007, the Company has established a Thomas Cook Save As You Earn (SAYE), Scheme - 2010. The SAYE scheme has been approved by a Special Resolution passed on December 14, 2010, by the shareholders as at and for the year ended March 31, 2016 Thomas Cook (India) Limited of a Postal Ballot and shall be effective from that date. SAYE is a Monthly Savings Contribution Scheme available to all employees of Thomas Cook (India) Limited and its subsidiaries provided that they have completed at least 6 months in the organisation.

The objectives of the SAYE Scheme -2010 are same as Thomas Cook Employees Stock Option Plan -2007.

SAYE allows employees to save a part of their net pay every month which gets deposited with a bank in a recurring deposit account carrying fixed rate of interest. At the end of 3 years, employees have the option to either purchase specific number of equity shares of Thomas Cook (India) Limited at the predetermined exercise price or withdraw the monthly savings contributions along with interest accrued. Each option will entitle the participant to one equity share of Thomas Cook (India) Limited. The maximum number of options granted per participant per grant will not exceed 200,000 (Two Lakhs) equity shares. The maximum number of equity shares that may be issued / transferred pursuant to the exercise of options granted under the SAYE scheme shall not exceed 3,000,000 (Three Lakhs) equity shares. Vesting under the scheme is linked to the continued association with the Group. The options would vest only when an employee has completed the committed 36 monthly contributions. The exercise period would not be more than one month from the date of vesting.

#### Thomas Cook Employees Stock Option Plan -2013

The Company has established an Employee Stock Option Plan called -“Thomas Cook Employees Stock Option Plan - 2013”. The same has been approved by a Special Resolution passed by the Shareholders by a Postal Ballot on October 25, 2013. The Scheme is in accordance with the provisions of Securities and Exchange Board of India (SEBI) - (Employee Stock Option Scheme and employee Stock Purchase Scheme) Guidelines, 1999. The exercise price is in accordance with the guidelines issued by SEBI.

The objectives of this plan are:

- a) to reward the Senior Employees of the Company for their performance
- b) to motivate them to contribute to the growth and profitability of the Company and
- c) to retain talent in the organisation

The grant of options to employees under the stock option scheme is on the basis of their performance and other eligibility criteria. Each option will entitle the participant to one equity share of Thomas Cook (India) Limited. The unvested options shall vest with the participant after 4 years but not later than 7 years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and certain performance parameters. The attainment of such performance parameters would be a mandatory condition for vesting of options as determined by the Recruitment & Remuneration Committee from time to time.



# Notes to the Standalone Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### Sterling Holiday Resorts (India) Limited Employee Stock Options Scheme 2012 - ("SHRIL ESOS 2012")

The purpose of the ESOS is to provide the employees with an additional incentive in the form of Options to receive the equity shares of the Company at a future date. The ESOS is aimed at further motivating and retaining the employees and thereby increasing the profitability of the Company.

Vesting Schedule :

Grant I dated January 24, 2013 :

Each option will entitle the participant to one equity share. The unvested options shall vest with the participant in 3 tranches which is 40%, 30%, 30% on each of the anniversaries from the Grant Date.

Grant II dated July 30, 2014 :

Each option will entitle the participant to one equity share. The unvested options shall vest with the participant in 4 tranches which is 25%, 25%, 25%, 25% on each of the anniversaries from the Grant Date.

Grant Date means the date on which the Options are granted to the eligible employees by the Company/Committee under the Scheme.

Exercise Price :

Exercise price shall not be less than the par value of the Equity Shares of the Company and shall not be more than the price prescribed under Chapter VII of SEBI ICDR Regulation 2009 or the Market price (as defined in the Guidelines), whichever is more.

- The Exercise price of Rs. 96.00 for Grant I was fixed by the Board of Directors of Sterling Holiday Resorts (India) Limited at its meeting held on January 24, 2013.
- The Exercise price of Rs. 130.15 for Grant II was fixed by the Board of Directors of Sterling Holiday Resorts (India) Limited at its meeting held on July 30, 2014.
- As per clause 15.3.2 of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Ltd. (SHRIL) and Thomas Cook Insurance Services (India) Ltd (TCISIL), and Thomas Cook (India) Ltd. (TCIL) the SHRIL ESOS 2012 became a part of the company's schemes and Stock Options which had been granted but not exercised as of the Record Date, by such SHRIL employees shall lapse and in lieu of the Lapsed Options of SHRIL, TCIL shall grant 120 options for every 100 options of SHRIL. The revised Exercise Price for Grant I was Rs. 80.00 and for Grant II was Rs. 108.46. Subject to the terms of the Scheme and SEBI ESOP Guidelines, the option holder will have a period of 5 years from the date of which the Options have vested, within which the vested options can be exercised.

The details pertaining to number of options, weighted average price and assumptions considered for fair value are disclosed below:

Particulars	March 31, 2018		March 31, 2017	
	Weighted Average Exercise price	Number of options	Weighted Average Exercise price	Number of options
Options outstanding at the beginning of the year	40.3	5,809,982.0	54.9	6,592,784.0
Options granted during the year	-	-	23.5	1,351,143.0
Exercised during the year	13.2	3,447,777.0	80.8	879,368.0
Forfeited during the year	136.9	230,666.0	70.5	1,254,577.0
<b>Options outstanding at the end of the year</b>	<b>73.7</b>	<b>2,131,539.0</b>	<b>40.3</b>	<b>5,809,982.0</b>
<b>Options vested and exercisable at the end of the year</b>	<b>131.4</b>	<b>709,999.0</b>	<b>108.5</b>	<b>776,083.0</b>

# Notes to the Standalone Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

The average share price at the date of exercise of options exercised during the year ended March 31, 2018 was Rs. 235.65 (March 31, 2017 - Rs. 196.41)

Share options outstanding at the end of the year have the following expiry date and exercise prices

Grant date	Expiry date/Expiry Year	Exercise price (Rs.)	March 31, 2018	March 31, 2017
			Share options	Share options
July 25, 2007	July 22, 2017	61.9	-	34,000
July 10, 2008	July 8, 2018	77.6	40,000	40,000
March 20, 2009	March 18, 2019	30.3	-	11,665
September 5, 2013	September 3, 2023	49.3	131,850	237,260
August 25, 2015	August 22, 2025	165.9	810,695	1,159,042
December 5, 2013	November 29, 2037	1.0	-	3,091,489
November 7, 2016	November 1, 2040	1.0	802,868	802,868
October 8, 2014	October 2, 2038	1.0	229,906	229,906
January 24, 2013	January 22, 2021	80.0	24,570	53,262
July 30, 2014	July 28, 2022	108.5	91,650	150,490
<b>Total</b>			<b>2,131,539</b>	<b>5,809,982</b>
<b>Weighted average remaining contractual life of options outstanding at end of year</b>			<b>16.7 Years</b>	<b>19.9 Years</b>

### Fair Value of options granted

The fair value at grant date is determined using the Black-Scholes Model which takes into account the exercise price, expected volatility, option's life, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The inputs for the options granted during the year ended March 31, 2017 included:

Particulars	March 31, 2017
<b>Scheme</b>	<b>GT 07 Nov 2016</b>
Grant Date	November 7, 2016
Weighted average share price	218.6
Exercise price	1.0
Expected volatility (%)	45.3
Expected life of the options	14.0
Risk free interest rate (%)	7.1
Expected dividend (%)	0.2
Weighted average fair value as on Grant Date	213.0

The risk free interest rates are determined based on the zero-coupon sovereign bond yields with maturity equal to the expected term of the option. The expected volatility was determined based on the volatility of the equity share for the period of one year prior to issue of the option. Volatility calculation is based on historical stock prices using standard deviation of daily change in stock price. The historical period is taken into account to match the expected life of the option. Dividend yield has been calculated taking into account expected rate of dividend on equity share price as on grant date.

### Modification of share based payment:

In the course of business combination effective from August 18, 2015 as per the court scheme, under which Sterling was merged with Thomas Cook Insurance services, Thomas cook India limited had replaced the erstwhile ESOS scheme of sterling by issuing shares from its share capital. Such modification of share based payment arrangements are accounted for as per Ind AS 102. Fair value of the replacement options issued by the company are calculated using the inputs disclosed in inputs table.

### Expenses/shares option outstanding account arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

Particulars	March 31, 2018	March 31, 2017
Employee option Plans	612.2	778.8
Shares option outstanding account	1,802.0	3,452.4

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 34 Earnings/(Loss) Per Share

### (a) Basic earnings/(loss) per share

Particulars	March 31, 2018	March 31, 2017
Basic EPS	14.47	(0.23)

### (b) Diluted earnings/(loss) per share

Particulars	March 31, 2018	March 31, 2017
Diluted EPS	14.43	(0.23)

### (c) Reconciliation of earnings / (loss) used in calculating earnings / (loss) per share

Particulars	March 31, 2018	March 31, 2017
Profits/(Loss) attributable to the equity holders of the company used in calculating diluted earnings/(loss) per share	53,142.8	(835.8)

### (d) Weighted average number of shares used as the denominator

Particulars	March 31, 2018 Number of shares	March 31, 2017 Number of shares
Weighted average number of equity shares used as the denominator in calculating basic earnings/(loss) per share	367,216,778	366,484,630
Adjustments for calculation of diluted earnings/(loss) per share:		
Effect of Dilutive Issue of Stock Options	940,500	3,391,123
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings/(loss) per share	368,157,279	369,875,753

### (e) Information concerning the classification of securities

Options granted to employees under the ESOP Option Plan are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Details relating to the options are set out in note 33.

**35** During the previous year, the company has acquired SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited) from its subsidiary SOTC Travel Limited for a consideration of Rs. 1.0 Lakhs.

**36** The Company on October 30, 2017, completed the acquisition of 100% stake in TC Forex Services Limited (formerly known as Tata Capital Forex Limited) from Tata Capital Limited. Further, during the quarter ended December 31, 2017, the Company has made an investment in TC Forex Services Limited through Right Issue of equity shares. The Company has subscribed 9,11,164 equity shares of Rs. 10/- each during the right issue at Rs. 10.97 per share.

## 37 Exceptional Items

(a) During the year the Company has sold 5.42% (7,500,000 shares) equity stake of its subsidiary Qess Corp Limited through Offer For Sale (OFS) for net sales consideration of Rs. 62,850.95 Lakhs. The profit on sale of shares of Rs. 53,536 Lakhs (net of relevant selling expenses) have been shown as exceptional item.

(b) Pursuant to Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited ("SHRIL"), Thomas Cook Insurance Services (India) Limited ("TCISIL") and Thomas Cook (India) Limited ("TCIL"), an Order was passed by Competition Appellate Tribunal (COMPAT) for setting aside the impugned order of Competition Commission of India (CCI). upon an appeal of CCI, Hon'ble Supreme Court of India by its order dated April 17, 2018 restored the order passed by CCI imposing penalty of Rs. 100 Lakhs with no costs on the Company. The amount is included in as an exceptional items for the year ended March 31, 2018 result.

# Notes to the Standalone Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 38 Loss of control of Subsidiary

The Board of Directors of the Company at its meeting held on April 23, 2018 has ratified the management decision to re-classify the Company's investment in Quess Corp Limited from a subsidiary to an associate company under Ind AS 110 with effect from March 1, 2018. In this context, the Board also recognised certain participative rights of Mr. Ajit Isaac and Net Resources Investments Private Limited in day-to-day management and operations of Quess Corp limited.

## 39 Disclosures pursuant to the Regulation 34(3) read with para A of Schedule V to SEBI Listing Regulations, 2015

Loans and advances in the nature of loans to subsidiary

Particulars	As at March 31, 2018	As at March 31, 2017
Loan to Subsidiary : Travel Corporation (India) Limited		
Balance as at the year end	7,900	-
Maximum amount outstanding at any time during the year	7,900	-
Loan to Subsidiary : TC Forex Services Limited		
Balance as at the year end	3,434	-
Maximum amount outstanding at any time during the year	3,709	-

## 40 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ('CODM'). The company while presenting the consolidated financial statements has disclosed the segment information as required under Indian Accounting Standards 108 "Operating Segments".

**41** The Composite Scheme of Arrangement and Amalgamation between SOTC Travel Services Private Limited (earlier known as Kuoni Travel (India) Private Limited), Distant Frontiers Tours Private Limited, SITA Beach Resorts Private Limited, SITA Destination Management Private Limited, SITA Holidays (India) Private Limited, SITA Holidays Resorts Private Limited, SITA Incoming (India) Private Limited, SOTC Travel Private Limited (formerly known as SITA Travels Private Limited) and Travel Corporation (India) Limited (the Scheme) was approved by the National Company Law Tribunal (NCLT) at its hearing held on April 19, 2017. The Scheme has been filed with the Registrar of Companies on June 1, 2017 in pursuance of which it has become operative on and from June 1, 2017, the Effective Date. Accounting has been done as per the scheme approved by NCLT.

**42** During the previous year, the company has sold Jardin Travel Solutions Limited to its subsidiary Travel Corporation (India) Limited for a consideration of Rs. 0.5 Lakhs.

## 43 Subsequent Events

### (a) Declaration of final dividend

Refer to note 25 for the final dividend recommended by the directors which is subject to the approval of shareholders in the ensuing annual general meeting.

### (b) Acquisition of stake in Travel Corporation (India) Limited (TCI)

The Company has completed the acquisition of 4.44% stake in Travel Corporation (India) Limited (TCI), i.e. 73,234 equity shares of face value Rs. 10/- each at Rs. 2,279.30 per share from Sterling Holiday Resorts Limited, a wholly owned subsidiary of the Company. Pursuant to the said acquisition, the Company now directly holds 100% stake in TCI.

### (c) Subscription of Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS)

The Company subscribed 3,03,000 Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS), of Rs. 10 each at face value offered by Sterling Holiday Resorts Limited, a wholly owned subsidiary of the Company, on rights basis.

### (d) Acquisition of TC Travel and Services Limited

The Company has completed the acquisition of 100% stake in TC Travel and Services Limited from TC Tours Limited (formerly known as Thomas Cook Tours Limited), a wholly owned subsidiary of the Company for consideration of Rs. 300.0 Lakhs

# Notes to the Standalone Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### (e) Redemption of Non-Convertible Debentures (Unsecured) (NCD)

Pursuant to the terms of issue of Non-Convertible Debentures (Unsecured) (NCD) that were issued and allotted on a private placement basis during the financial year 2013, the Company on April 16, 2018 redeemed 334 Non Convertible Debentures (under Tranche III) of Rs. 10Lakhs each aggregating to Rs. 3,334.0 Lakhs. The said NCD is delisted from BSE & NSE.

### (f) Scheme of Amalgamation and arrangement

The Board at its meeting held on April 23, 2018 approved the Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited ('TCIL'), Quesst Corp Limited ('QCL'), Travel Corporation (India) Limited ('TCI'), TC Forex Services Limited (formerly known as Tata Capital Forex Limited) ('TCF'), TC Travel and Services Limited ('TCTSL') and SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited) ('SOTC TRAVEL') and their respective shareholders ('the Scheme') in accordance with the provisions of Section 230 to 232 read with Section 52, 55, and 66 of the Companies Act, 2013. The Scheme inter-alia provides:

- i. Demerger of the inbound business of TCI consisting of business of handling inward foreign tourist activity from TCI into SOTC TRAVEL; and
- ii. Amalgamation of residual TCI, TCF and TCTSL with TCIL; and
- iii. Demerger of the Human Resource Services Business of TCIL (including shares in QCL held by TCIL) into QCL. As a part of consideration, QCL will issue its own shares to the shareholders of TCIL.

The Scheme is subject to requisite statutory and regulatory approvals and sanction by the respective shareholders of each of the companies involved in the Scheme.

**44** Corresponding figures for year ended March 31, 2017 have been audited by another auditor who expressed an unmodified opinion dated May 25, 2017 on the Ind AS financial statement of the Company.

Significant accounting policies and notes to standalone financial statements (1 - 44) forming integral part of the standalone financial statements. As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration Number: 101248W/W-100022

**Bhavesh Dhupelia**  
Partner  
Membership No: 042070

Mumbai, May 29, 2018

**Madhavan Menon**  
Chairman and Managing Director  
DIN : 00008542

**Brijesh Modi**  
Chief Financial Officer

Mumbai, May 29, 2018

For and on behalf of the Board of Directors  
Thomas Cook (India) Limited  
CIN: L63040MH1978PLC020717

**Mahesh Iyer**  
Executive Director and Chief Executive Officer  
DIN : 07560302

**Amit Parekh**  
Company Secretary and Compliance Officer  
Membership No: ACS - 13648

# Independent Auditors' Report

To the Members of Thomas Cook (India) Limited

## Report on the Audit of the Consolidated Ind AS Financial Statements

We have audited the accompanying Consolidated Ind AS financial statements of Thomas Cook (India) Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its associates as listed in Annexure-I, comprising of the Consolidated Balance Sheet as at 31 March 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement, for the year then ended, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS financial statements").

## Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated state of affairs, consolidated profit or loss (including other comprehensive income), consolidated statement of changes in equity and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group and its associates or to cease operations, or has no realistic alternative but to do so.

## Auditors' Responsibility

Our responsibility is to express an opinion on these Consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made, as well as evaluating the overall presentation of the Consolidated Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of Group and of its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause Group and its associates to cease to continue as a going concern.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 2 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on



the other financial information of the subsidiaries and associates, the aforesaid Consolidated Ind AS financial statements give the information required by the Act in the manner so required and in the context of overriding effect of the accounting treatment for the merger scheme approved by the National Company Law Tribunal ('NCLT') vis-à-vis the treatment that would have been applicable otherwise as described in note 42 to the Consolidated Ind AS financial statements, gives a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31 March 2018, and their consolidated profit (including other comprehensive income), consolidated statement of changes in equity and consolidated cash flows for the year ended on that date.

### Emphasis of Matter

Without qualifying our opinion, we draw attention to note 42 to the consolidated Ind AS financial statements regarding the Scheme of Arrangement ('Scheme') which has been approved by the NCLT vide its order dated 30 November 2017. The Holding Company has given effect to the Scheme from the appointed date specified in the Scheme i.e. 1 December 2016. The accounting treatment is different from that prescribed under Ind AS 103, Business Combinations.

Our opinion is not modified in respect of this matter.

### Other Matters

1. The Consolidated Ind AS financial statements of the Company for the year ended 31 March 2017, were audited and reported by Lovelock & Lewes, Chartered Accountants, who expressed an unmodified opinion on those statements on 25 May 2017. The balances as at 31 March 2017 as per audited accounts, grouped, reclassified wherever necessary have been considered as opening balance for the purpose of these consolidated financial statement.
2. (a) We did not audit the financial statements of 5 subsidiaries, whose financial statements reflect total assets of Rs. 71,642 lakhs as at 31 March 2018, total revenues of Rs. 104,257 lakhs and net cash outflows amounting to Rs. 14,105 lakhs for the year ended on that date, as considered in these Consolidated Ind AS financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing

standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

- (b) We did not audit the financial statements of 36 subsidiaries, whose financial results reflect total assets of Rs. 93,307 lakhs as at 31 March 2018 and total revenues of Rs. 84,337 lakhs and net cash inflows amounting to Rs. 5,577 lakhs for the year ended on that date, and the Group's share of net profit (including other comprehensive income) of Rs. 173 lakhs for the year ended 31 March 2018 in respect of an associate, as considered in these consolidated Ind AS financial statements. Further we did not audit the financial statements of 31 subsidiaries of Qess Corp Limited (erstwhile subsidiary of the Holding Company), whose financial results reflect total revenues of Rs. 140,943 lakhs and the Group's share of net profit (including other comprehensive income) of Rs. 37 lakhs for the period 1 April 2017 to 28 February 2018 in respect of 6 associates, as considered in these consolidated Ind AS financial statements. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures, and our report in terms of Section 143(3) of the Act, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group.

Our opinion above on the Consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associates, as noted in the 'other matter' paragraph, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS financial statements;
- b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flow and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- d) in our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act;
- e) on the basis of the written representations received from the directors of the Holding Company as on 31 March 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164(2) of the Act;
- f) with respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies and associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A"; and
- g) with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and associates, as noted in the 'Other matter' paragraph:
- i. the Consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates. Refer Note 39 to the consolidated Ind AS financial statements;
  - ii. the Group and its associates did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. there has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and associate companies incorporated in India during the year ended 31 March 2018; and
  - iv. the disclosure in the Consolidated Ind AS financial statements regarding details of specified bank notes held and transacted during the period from 8 November 2016 to 30 December 2016 have not been made since they do not pertain to the financial year ended 31 March 2018.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No:101248W/W-100022

Mumbai  
May 29, 2018

**Bhavesh Dhupelia**  
Partner  
Membership No: 042070

## **Annexure A** to the Independent Auditors' Report – March 31, 2018

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the Consolidated Ind AS financial statements of Thomas Cook (India) Limited as of and for the year ended 31 March 2018, we have audited the internal financial controls with reference to financial statements of Thomas Cook (India) Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies and its associate companies which are companies incorporated in India, as of that date.

### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company, its subsidiary companies and its associate companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to the financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls

with reference to the financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of its subsidiary companies and associate companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to financial statements of the Holding Company, its subsidiary companies and associate companies incorporated in India.

### **Meaning of Internal financial controls with reference to the consolidated Ind AS financial statements**

A company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal financial controls with reference to the consolidated Ind AS financial statements**

Because of the inherent limitations of internal financial controls with reference to the financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion and to the best of our information and according to the explanation given to us and based on consideration of reporting of the other auditors as mentioned in the Other Matters paragraph below, the Holding Company, its subsidiary companies and associate companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2018, based on the internal control with reference to the financial statements criteria established by the Holding Company, its subsidiary companies and associate companies, which are companies incorporated in India, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

## Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial

controls with reference to the financial statements insofar as it relates to 2 subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No:101248W/W-100022

**Bhavesh Dhupelia**

Partner

Membership No: 042070

Mumbai

May 29, 2018

## Annexure - I to the Independent Auditors' Report – March 31, 2018

The Statement includes the results of the following entities

### Names of the Entities

#### Subsidiaries:

Aravon Services Private Limited (upto 28 February 2018)

Asian Trails (Malaysia) SDN BHD

Asian Trails (Vietnam) Company Limited

Asian Trails Company Limited

Asian Trails Holding Limited

Asian Trails Tours Limited

AT Lao Company Limited

Australia Tours Management Pty. Ltd

Borderless Travel Services Limited

Brainhunter Companies LLC (upto 28 February 2018)

Brainhunter Systems Ltd. (upto 28 February 2018)

CentreQ Business Services Private Limited (upto 28 February 2018)

CoAchieve Solutions Private Limited (upto 28 February 2018)

Comtel Pro Pte. Limited (upto 28 February 2018)

Comtel Solutions Pte. Ltd. (upto 28 February 2018)

Comtelink Sdn Bhd (upto 28 February 2018)

Conneqt Business Solutions Limited (formerly known as Tata Business Support Services Limited) (upto 28 February 2018)

Dependo Logistics Solutions Private Limited (upto 28 February 2018)

Excelus Learning Solutions Private Limited (upto 28 February 2018)

Golden Star Facilities And Services Private Limited (upto 28 February 2018)

Horizon Travel Services LLC (USA)

Horizon Travel Holdings (Singapore) Private Limited (Dissolved w.e.f 08 January 2018)

IKYA Business Services (Private) Limited (upto 28 February 2018)

Indian Horizon Marketing Services Limited

Inticore VJP Advance Systems Private Limited (upto 28 February 2018)

Jardin Travel Solutions Ltd.

Kuoni Australia Holding Pty. Ltd.

Kuoni Destination Management (Beijing) Limited

Kuoni Private Safaris (Pty.) Limited

Kuoni Private Safaris Namibia (Pty.) Limited

Luxe Asia (Private) Limited

Master Staffing Solutions Private Limited (upto 28 February 2018)

MFX Chile SpA (upto 28 February 2018)

MFX Infotech Private Limited (upto 28 February 2018)

MFXchange (Ireland) Limited (Dissolved w.e.f. 16 September 2017)

MFXchange Holdings Inc. (upto 28 February 2018)

MFXchange US Inc. (upto 28 February 2018)

Mindwire Systems Limited (upto 28 February 2018)

Monster Malaysia Sdn Bhd (upto 28 February 2018)

Monster.Com (India) Private Limited (upto 28 February 2018)

Monster.com HK Limited (upto 28 February 2018)

Monster.com SG Pte Limited (upto 28 February 2018)

Nature Trails Resorts Private Limited

Private Safaris (East Africa) Limited

PT. Asian Trails Limited

Quess (Philippines) Corp. (upto 28 February 2018)

Quess Corp (USA) Inc. (upto 28 February 2018)

Quess Corp Lanka (Private) Limited (upto 28 February 2018)

Quess Corp Limited (upto 28 February 2018)

Quess Corp Vietnam Limited Liability Company (upto 28 February 2018)

Quesscorp Holdings Pte Ltd. (upto 28 February 2018)

Quess Global (Malaysia) SDN. BHD. (upto 28 February 2018)

SITA World Travel (Nepal) Pvt Ltd

SITA World Travel Lanka (Private) Ltd.

SOTC Travel Limited

SOTC Travel Management Private Limited	Asian Trails Limited
Sterling Holiday Resorts (Kodaikanal) Limited	Chang Som Limited
Sterling Holiday Resorts Limited	Desert Adventure Tourism (Private Shareholding Company) Limited
Sterling Holidays (Ooty) Limited	Desert Adventures Tourism LLC
TC Forex Services Limited (formerly known as Tata Capital Forex Limited)	Gulf Dunes LLC
TC Tours Limited (formerly known as Thomas Cook Tours Limited)	Gulf Dunes Tourism LLC
TC Travel and Services Limited	Muscat Desert Adventure Tourism LLC
TC Visa Services (India) Limited	Reem Tours & Travel LLC
Thomas Cook (Mauritius) Holding Company Limited	<b>Associates</b>
Thomas Cook (Mauritius) Holidays Limited	TCI-Go Vacation India Private Limited
Thomas Cook (Mauritius) Operations Company Limited	Quess Corp Limited (From 01 March 2018)
Thomas Cook Lanka (Private) Limited	Terrier Security Services (India) Private Limited (upto 28 February 2018)
Travel Circle International (Mauritius) Limited	Simpliance Technologies Private Limited (upto 28 February 2018)
Travel Circle International Limited (Formerly known as Luxe Asia Travel (China) Limited)	Heptagon Technologies Private Limited (upto 28 February 2018)
Travel Corporation (India) Limited	Himmer Industrial Services (M) SDN BHD (upto 28 February 2018)
Vedang Cellular Services Private Limited (upto 28 February 2018)	Trimax Smart Infraprojects Private Limited (upto 28 February 2018)
	Quess Recruit Inc. (upto 28 February 2018)



# Consolidated Balance Sheet

as at March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2018	As at March 31, 2017 Restated*
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4(a)	73,991.7	70,280.7
Capital work-in-progress	4(b)	893.0	4,184.8
Goodwill	5	87,950.6	179,463.3
Other intangible assets	6(a)	10,337.3	34,541.4
Intangible assets under development	6(b)	448.2	1,417.5
Investment accounted for using equity method	7	725,292.3	7,398.3
<b>Financial assets</b>			
- Investments	8(a)	11.3	377.8
- Loans	8(f)	-	96.4
- Trade receivables	8(c)	3,074.0	5,503.8
- Other financial assets	8(g)	4,153.9	7,403.0
Deferred tax assets	16	14,418.4	3,143.9
Other non-current assets	9(a)	1,299.9	1,836.6
Non-current tax assets	11	9,295.0	32,504.9
<b>Total non-current assets</b>		<b>931,165.6</b>	<b>348,152.4</b>
<b>Current assets</b>			
Inventories	10	109.2	889.0
<b>Financial assets</b>			
- Investments	8(b)	14,521.1	14,155.6
- Trade receivables	8(c)	85,742.4	100,136.1
- Cash and cash equivalents	8(d)	92,681.3	120,204.4
- Bank balances other than cash and cash equivalents	8(e)	16,581.5	17,696.6
- Loans	8(f)	121.5	1,511.9
- Other financial assets	8(g)	16,030.7	51,462.1
Other current assets	9(b)	63,469.6	45,414.2
<b>Total current assets</b>		<b>289,257.3</b>	<b>351,469.9</b>
<b>TOTAL ASSETS</b>		<b>1,220,422.9</b>	<b>699,622.3</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	12(a)	3,702.1	3,667.6
Other equity			
- Share application money pending allotment		46.5	15.6
- Reserves and surplus	12(b)	863,391.7	148,916.0
- Shares to be issued pursuant to merger		-	46,030.5
<b>Equity attributable to shareholders of the company</b>		<b>867,140.3</b>	<b>198,629.7</b>
Non controlling Interests		1,307.1	28,381.9
<b>Total Equity</b>		<b>868,447.4</b>	<b>227,011.6</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
- Borrowings	13(a)	23,099.1	73,763.4
- Other financial liabilities	13(c)	845.9	17,207.8
Provisions	14	144.4	878.2
Employee benefit obligations	15	2,341.7	2,612.7
Deferred tax liabilities	16	10,785.3	14,135.2
Other non-current liabilities	18(a)	33,230.9	31,613.5
<b>Total non-current liabilities</b>		<b>70,447.3</b>	<b>140,210.8</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
- Borrowings	13(b)	6,640.9	56,939.0
- Trade payables	13(d)	148,401.5	123,046.7
- Other financial liabilities	13(c)	38,012.3	24,472.6
Provisions	14	3,034.4	18,012.5
Employee benefit obligations	15	4,913.0	31,674.9
Current tax liabilities	17	577.3	821.1
Other current liabilities	18(b)	79,948.8	77,433.1
<b>Total current liabilities</b>		<b>281,528.2</b>	<b>332,399.9</b>
<b>Total liabilities</b>		<b>351,975.5</b>	<b>472,610.7</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,220,422.9</b>	<b>699,622.3</b>

\*Refer note 42

The above consolidated balance sheet should be read in conjunction with the accompanying notes  
As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration Number: 101248W/W-100022

**Bhavesh Dhupelia**  
Partner  
Membership No: 042070

**Madhavan Menon**  
Chairman and Managing Director  
DIN : 00008542

**Brijesh Modi**  
Chief Financial Officer

For and on behalf of the Board of Directors  
Thomas Cook (India) Limited  
CIN: L63040MH1978PLC020717

**Mahesh Iyer**  
Executive Director and Chief Executive Officer  
DIN : 07560302

**Amit Parekh**  
Company Secretary and Compliance Officer  
Membership No: ACS - 13648

Mumbai, May 29, 2018

Mumbai, May 29, 2018

# Consolidated Statement of Profit and Loss

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017 Restated*
<b>Income</b>			
Revenue from operations	19	1,124,834.2	876,242.4
Other income	20(a)	13,384.3	6,501.9
Other gains (net)	20(b)	2,937.0	1,932.9
<b>Total income</b>		<b>1,141,155.5</b>	<b>884,677.2</b>
<b>Expenses</b>			
Cost of sales and services		439,872.0	339,568.5
Employee benefits expense	21	530,220.8	414,432.8
Finance cost	24	14,900.2	13,221.9
Advertisement and sales promotion expenses	25	12,344.9	9,738.7
Depreciation and amortisation expense	22	13,672.3	9,148.8
Other expenses	23	105,280.8	78,718.2
<b>Total expenses</b>		<b>1,116,291.0</b>	<b>864,828.9</b>
<b>Profit before exceptional item, share of net profits of investments accounted for using equity method and tax</b>		<b>24,864.5</b>	<b>19,848.3</b>
Share of profit from associates and joint venture accounted for using equity method		1,672.5	12.5
<b>Profit before exceptional items and tax</b>		<b>26,537.0</b>	<b>19,860.8</b>
Add : Exceptional item	37	582,546.9	-
<b>Profit before tax</b>		<b>609,083.9</b>	<b>19,860.8</b>
Less : Tax expense / (credit)			
Current tax	26	12,658.8	6,547.9
Deferred tax	26	(16,714.2)	4,702.5
<b>Total tax expenses</b>		<b>(4,055.4)</b>	<b>11,250.4</b>
<b>Profit for the period (A)</b>		<b>613,139.3</b>	<b>8,610.4</b>
<b>Other comprehensive income</b>			
<i>Items that will be reclassified to profit or loss</i>			
Exchange differences on translation of Foreign Operations		(302.7)	(322.5)
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurements of post-employment benefit obligations		85.5	(172.4)
Income tax relating to items that will not be reclassified to profit or loss		196.8	125.3
Share of Other Comprehensive Income of equity accounted investees (net of income tax)		(35.4)	54.4
<b>Total other comprehensive income for the period, net of taxes (B)</b>		<b>(55.8)</b>	<b>(315.2)</b>
<b>Total comprehensive income/(expense) for the year (A+B)</b>		<b>613,083.5</b>	<b>8,295.2</b>
<b>Profit attributable to:</b>			
Owners of the company		596,800.5	4,342.3
Non Controlling interest		16,338.8	4,268.1
		<b>613,139.3</b>	<b>8,610.4</b>
<b>Other comprehensive income/(expense) is attributable to:</b>			
Owners of the company		84.7	(215.3)
Non Controlling interest		(140.5)	(99.9)
		<b>(55.8)</b>	<b>(315.2)</b>
<b>Total comprehensive income is attributable to:</b>			
Owners of the company		596,885.2	4,127.0
Non Controlling interest		16,198.3	4,168.2
		<b>613,083.5</b>	<b>8,295.2</b>
<b>Earnings per equity share before exceptional items (face value of Rs. 1 each)</b>	33		
Basic earnings per share		3.88	1.18
Diluted earnings per share		3.87	1.17
<b>Earnings per equity share (face value of Rs. 1 each)</b>	33		
Basic earnings per share		162.52	1.18
Diluted earnings per share		162.10	1.17

\*Refer note 42

The above consolidated balance sheet should be read in conjunction with the accompanying notes  
As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration Number: 101248W/W-100022

**Bhavesh Dhupelia**

Partner

Membership No: 042070

**Madhavan Menon**

Chairman and Managing Director

DIN : 00008542

**Brijesh Modi**

Chief Financial Officer

Mumbai, May 29, 2018

For and on behalf of the Board of Directors  
Thomas Cook (India) Limited

CIN: L63040MH1978PLC020717

**Maresh Iyer**

Executive Director and Chief Executive Officer

DIN : 07560302

**Amit Parekh**

Company Secretary and Compliance Officer

Membership No: ACS - 13648

Mumbai, May 29, 2018

# Consolidated Statement of Cash Flow

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017 Restated*
<b>A) Cash flow from operating activities</b>		
Profit before income tax	609,083.9	19,860.8
Adjustments for		
Interest income	(2,916.1)	(3,226.4)
Change in fair value of contingent consideration	(1,228.2)	(44.7)
Dividend income from investments	(317.0)	(612.8)
Gain on sale of current investments (net)	(1,681.3)	(692.4)
Expenses on employees stock options schemes (net)	3,153.4	1,089.8
Depreciation and amortisation	13,672.3	9,148.8
(Profit) / loss on sale of fixed assets (net)	(739.6)	(1,140.7)
Interest on income tax refund	(542.8)	(254.8)
Finance costs	14,900.2	13,221.9
Exceptional item : fair value gain on loss of control of subsidiary	(582,656.8)	-
Exceptional item : provision for impairment of property, plant and equipments and intangible assets	9.9	-
Share of profit from associates and joint venture accounted for using equity method	(1,672.5)	(12.5)
Bad debts and advances written off	1,247.1	1,465.0
Provision for doubtful debts and advances (net)	1,584.2	550.6
<b>Operating profit before working capital changes</b>	<b>51,896.7</b>	<b>39,352.6</b>
<b>Change in operating assets and liabilities</b>		
Increase/(decrease) in trade payables	20,352.4	12,667.7
Increase /(decrease) in provisions	81.8	(681.7)
Increase /(decrease) in other financial liabilities	(13,885.8)	(2,491.7)
(Increase)/decrease in trade receivables	(42,609.3)	(7,083.5)
(Increase)/decrease in other financial assets and loans	(22,750.5)	(11,039.2)
(Increase)/decrease in inventories	(71.9)	(364.8)
(Decrease)/increase in employee benefit obligations	(7,248.6)	198.8
(Increase)/decrease in other assets	(15,261.5)	(10,916.3)
Increase/(decrease) in other liabilities	29,458.6	19,612.7
<b>Cash generated from / (used in) from operations</b>	<b>(38.1)</b>	<b>39,254.6</b>
Income taxes paid (net of refunds received)	(24,927.6)	(12,242.2)
Interest on income tax refund	542.8	254.8
<b>Net cash generated from/(used in) operating activities</b>	<b>(24,422.9)</b>	<b>27,267.2</b>
<b>B) Cash flow from investing activities:</b>		
Proceeds from sale of fixed assets	1,101.1	1,555.4
Purchase of fixed assets	(17,598.5)	(12,594.0)
Interest received	2,935.7	3,059.3
Dividend income from investments	317.0	612.8
Investment in subsidiaries acquired, net of cash acquired	(19,866.8)	(31,189.6)
Investment in associates and joint ventures	(1,242.0)	(7,331.6)
Proceeds from sale of equity share of subsidiary, net of expenses	62,835.9	37,122.2
(Investments)/maturity in fixed deposits with banks	(21,472.9)	(16,460.2)
Proceeds from sale / (purchase) of non-current investments (net)	68.7	(0.4)
(Purchase) /proceeds of current investments	(17,069.1)	(485.5)
<b>Net cash generated from/(used in) investing activities</b>	<b>(9,990.9)</b>	<b>(25,711.6)</b>
<b>C) Cash flow from financing activities</b>		
Proceeds from issue of equity shares under employees stock options schemes including share application money	487.3	666.1
Proceeds from issue of equity shares by subsidiary	87,454.2	-
Share issue expenses paid	(2,602.4)	-
(Repayment) / proceeds from borrowings (net)	(4,723.3)	18,474.2

# Consolidated Statement of Cash Flow (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017 Restated*
Repayment of 8.5% Non Convertible Redeemable Preference Shares ("NCRPS") of Rs. 10 each	(12,500.0)	-
Proceeds from issue of 8.25% non convertible debentures	-	14,833.13
Repayment of 10.52% non convertible debentures	(3,333.3)	(3,333.1)
(Repayment) / proceeds from finance lease liability (net)	(465.4)	409.9
Dividend paid during the year	(1,375.6)	(1,374.3)
Tax on dividend paid during the year	(280.0)	(280.8)
Dividend paid to minority shareholders of subsidiaries	(566.5)	-
Finance costs paid	(14,421.4)	(13,250.4)
<b>Net cash generated from/(used in) financing activities</b>	<b>47,673.6</b>	<b>16,144.8</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>13,259.8</b>	<b>17,700.4</b>
Add: Cash and cash equivalents at the beginning of the financial year	112,514.3	94,431.8
Less: Reduction in cash and cash equivalents on account of deconsolidation of subsidiary	(36,252.7)	-
Effects of exchange rate changes on cash and cash equivalents	452.1	382.2
<b>Cash and cash equivalents at the end of the year</b>	<b>89,973.5</b>	<b>112,514.4</b>
<b>Reconciliation of Cash Flow statements as per the cash flow statement</b>		
	March 31, 2018	March 31, 2017
<b>Cash flow statement as per above comprises of the following</b>		
Cash and cash equivalents	92,681.3	120,204.4
Bank overdrafts	(2,707.8)	(7,690.1)
<b>Balances as per statement of cash flows</b>	<b>89,973.5</b>	<b>112,514.3</b>

\*Refer note 42

Notes:-

- The above consolidated cash flow statement has been prepared under the "Indirect method" set out in Indian Accounting Standard (Ind AS-7) on statement of cash flow as notified under Companies (Accounts) Rules, 2015.
- Additions to property, plant and equipment and other intangible assets include movement of capital work in progress, payables for fixed assets and capital advances during the year.
- Reconciliation of movements of liabilities to cash flows arising from financing activities are as below;

Particulars	NCRPS	10.52% non convertible debentures	Finance Lease	Other Borrowings	Finance costs	Total
Balance as on April 01, 2017	12,500.0	16,611.9	3,729.3	99,844.2	2,307.1	134,992.5
Cashflow: inflow / (outflow)	(12,500.0)	(3,333.3)	(465.4)	(4,723.3)	-	(21,022.0)
Other changes	-	-	-	-	-	-
Acquisition through business combinations	-	-	-	19,593.4	-	19,593.4
Deconsolidation of subsidiary	-	-	(3,210.7)	(88,523.4)	(335.9)	(92,070.0)
Transaction costs amortisation	-	24.7	-	215.6	(240.3)	-
Finance costs	-	-	-	-	14,900.2	14,900.2
Finance costs paid	-	-	-	-	(14,421.4)	(14,421.4)
Unwinding of NCI and forward liability	-	-	-	-	(949.3)	(949.3)
<b>Balance as on March 31, 2018</b>	<b>-</b>	<b>13,303.3</b>	<b>53.2</b>	<b>26,406.5</b>	<b>1,260.4</b>	<b>41,023.4</b>

The above consolidated balance sheet should be read in conjunction with the accompanying notes

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration Number: 101248W/W-100022

**Bhavesh Dhupelia**

Partner

Membership No: 042070

**Madhavan Menon**

Chairman and Managing Director

DIN : 00008542

**Brijesh Modi**

Chief Financial Officer

Mumbai, May 29, 2018

Mumbai, May 29, 2018

For and on behalf of the Board of Directors

Thomas Cook (India) Limited

CIN: L63040MH1978PLC020717

**Mahesh Iyer**

Executive Director and Chief Executive Officer

DIN : 07560302

**Amit Parekh**

Company Secretary and Compliance Officer

Membership No: ACS - 13648

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (A) Share capital

Particulars	Amount
Balance as at March 31, 2016	3,658.8
Changes in share capital during the year	8.8
<b>Balance as at March 31, 2017</b>	<b>3,667.6</b>
Changes in share capital during the year	34.5
<b>Balance as at March 31, 2018</b>	<b>3,702.1</b>

## (B) Other Equity

Particulars	Share application money pending allotment	Reserves and Surplus								Total reserves and surplus	Non-controlling interests
		Capital reserve	Capital redemption reserve	Debenture redemption reserve	Share option outstanding account	Securities premium account	General reserve	Retained earnings	Other comprehensive income - foreign currency translation reserve		
Balance as at March 31, 2016	59.8	2,916.8	595.2	2,339.2	2,991.5	91,964.3	3,683.4	15,707.4	849.2	121,047.0	10,288.4
Profit for the year	-	-	-	-	-	-	-	4,342.3	-	4,342.3	4,268.1
Other comprehensive income, net of tax	-	-	-	-	-	-	-	107.2	(322.5)	(215.3)	(99.9)
<b>Transaction with owners in their capacity as owners</b>											
Share application money received pending allotment, net of issue of equity shares	(44.2)	-	-	-	-	-	-	-	-	-	-
Transfer from retained earnings	-	-	1,785.7	1,144.3	-	-	-	-	-	2,930.0	-
Transfer to debenture redemption reserve	-	-	-	-	-	-	-	(1,144.3)	-	(1,144.3)	-
Transfer to capital redemption reserve	-	-	-	-	-	-	-	(1,785.7)	-	(1,785.7)	-
Employee stock option expense	-	-	-	-	1,089.8	-	-	-	-	1,089.8	-
Transfer to securities premium account	-	-	-	-	(573.6)	-	-	-	-	(573.6)	-
Transfer from share option outstanding account	-	-	-	-	-	573.6	-	-	-	573.6	-
Share issue expenses	-	-	-	-	-	(1,841.1)	-	-	-	(1,841.1)	-
Addition on account of ESOP issues	-	-	-	-	-	701.5	-	-	-	701.5	-
Dividend for the previous year paid during the year	-	-	-	-	-	-	-	(1,374.3)	-	(1,374.3)	-
Corporate dividend tax for the previous year paid during the year	-	-	-	-	-	-	-	(280.8)	-	(280.8)	-
Addition on account of IPO issue of subsidiary	-	-	-	-	-	25,446.9	-	-	-	25,446.9	13,837.1
Non-controlling interests on acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	88.2
Transfer to general reserve	-	-	-	(833.3)	-	-	-	-	-	(833.3)	-
Transfer from debenture redemption reserve	-	-	-	-	-	-	833.3	-	-	833.3	-
<b>Balance as at March 31, 2017</b>	<b>15.6</b>	<b>2,916.8</b>	<b>2,380.9</b>	<b>2,650.2</b>	<b>3,507.7</b>	<b>116,845.2</b>	<b>4,516.7</b>	<b>15,571.8</b>	<b>526.7</b>	<b>148,916.0</b>	<b>28,381.9</b>
Profit for the year	-	-	-	-	-	-	-	596,800.5	-	596,800.5	16,338.8
Other comprehensive income, net of tax	-	-	-	-	-	-	-	254.0	(169.3)	84.7	(140.5)
<b>Transaction with owners in their capacity as owners</b>											

# Consolidated Statement of Changes in Equity (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Share application money pending allotment	Reserves and Surplus								Total reserves and surplus	Non-controlling interests
		Capital reserve	Capital redemption reserve	Debenture redemption reserve	Share option outstanding account	Securities premium account	General reserve	Retained earnings	Other comprehensive income - foreign currency translation reserve		
Issue of equity shares, net of share application money received pending allotment	30.9	-	-	-	-	-	-	-	-	-	-
Transfer from retained earnings	-	-	10,119.1	1,381.9	-	-	-	-	-	11,501.0	-
Transfer to debenture redemption reserve	-	-	-	-	-	-	-	(1,381.9)	-	(1,381.9)	-
Transfer to capital redemption reserve	-	-	-	-	-	-	-	(10,119.1)	-	(10,119.1)	-
Employee stock option expense	-	-	-	-	3,230.8	-	-	-	-	3,230.8	-
Transfer to securities premium account	-	-	-	-	(2,647.0)	-	-	-	-	(2,647.0)	-
Transfer from share option outstanding account	-	-	-	-	-	2,647.0	-	-	-	2,647.0	-
Transfer to general reserve	-	-	-	(833.3)	(223.5)	-	223.5	-	-	(833.3)	-
Transfer from debenture redemption reserve	-	-	-	-	-	-	833.3	-	-	833.3	-
Adjustment of rationalisation of useful life of asset	-	-	-	-	-	-	-	296.0	-	296.0	-
Change in stake in subsidiary	-	(1,043.7)	-	(24.6)	(11.8)	(4,841.7)	(26.0)	(4,223.3)	352.3	(9,818.8)	9,736.7
Share of non-controlling interest in reserves	-	-	-	(286.7)	(311.3)	(65,403.7)	(44.8)	-	-	(66,046.5)	66,046.5
Loss of control of subsidiary	-	-	-	-	-	-	-	-	-	-	(121,490.0)
Arising on account of acquisition by subsidiary	-	21.6	-	-	-	-	-	-	-	21.6	22.5
Issue of shares by subsidiary company	-	-	-	-	-	131,615.4	-	-	-	131,615.4	1,869.3
Share issue expenses	-	-	-	-	-	(3,310.2)	-	-	-	(3,310.2)	-
Addition on account of ESOP issues	-	-	-	-	-	421.9	-	-	-	421.9	-
Dividend for the previous year paid during the year	-	-	-	-	-	-	-	(1,375.6)	-	(1,375.6)	(566.5)
Corporate dividend tax for the previous year paid during the year	-	-	-	-	-	-	-	(280.0)	-	(280.0)	-
Non-controlling interests on acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	1,108.3
Sale of partial stake in subsidiary	-	-	-	-	-	-	-	62,835.9	-	62,835.9	-
<b>Balance as at March 31, 2018</b>	<b>46.5</b>	<b>1,894.7</b>	<b>12,500.0</b>	<b>2,887.5</b>	<b>3,544.9</b>	<b>177,973.9</b>	<b>5,502.7</b>	<b>658,378.3</b>	<b>709.7</b>	<b>863,391.7</b>	<b>1,307.1</b>

The above consolidated balance sheet should be read in conjunction with the accompanying notes

As per our report of even date attached

For **BSR & Co. LLP**

Chartered Accountants

Firm's Registration Number: 101248W/W-100022

**Bhavesh Dhupelia**

Partner

Membership No: 042070

**Madhavan Menon**

Chairman and Managing Director

DIN : 00008542

**Brijesh Modi**

Chief Financial Officer

Mumbai, May 29, 2018

Mumbai, May 29, 2018

For and on behalf of the Board of Directors

Thomas Cook (India) Limited

CIN: L63040MH1978PLC020717

**Mahesh Iyer**

Executive Director and Chief Executive Officer

DIN : 07560302

**Amit Parekh**

Company Secretary and Compliance Officer

Membership No: ACS - 13648



# Notes to the Consolidated Financial Statements

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## General information:

Thomas Cook (India) Limited ("the Company") and its subsidiaries (the "Group") are engaged in diversified businesses including Travel and Related Services, Authorised Foreign Exchange Dealers, Human Resource Services and providing full-service leisure resorts catering to Vacation ownership, One-time Leisure Holidays and Meetings, Incentives, Conferences and Exhibitions.

The consolidated financial statements of the Group including its interests in associates and joint ventures for the year ended March 31, 2018, were approved by the Board of Directors and authorised for issue on May 29, 2018.

## 1 Significant accounting policies

### 1.1 Basis of preparation

#### (a) Statement of compliance with Ind AS

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the Act as amended from time to time that are notified and effective as at March 31, 2018.

#### (b) Historical cost convention

Consolidated Financial Statements have been prepared on a historical cost basis, except for the following:

- (i) certain financial assets and liabilities - measured at fair value,
- (ii) defined benefit plans - defined benefit obligations less plan assets measured at fair value
- (iii) share based payment - measured at fair value
- (iv) contingent consideration in case of a business combination - measured at fair value

The consolidated financial statements are presented in Indian Rupees "(INR)" or "(Rs.)" which is also the group's functional currency and all values are rounded off to nearest lakhs ('00,000) except where otherwise indicated. Wherever the amount is represented as '0' ('zero') it construes a value less than fifty thousand.

#### (c) Uniform accounting policies

As far as possible, the Consolidated Financial Statements of the Group are prepared using uniform accounting policies for similar transactions and other events in similar circumstances.

### 1.2 Principles of consolidation of subsidiaries, associates and joint ventures

#### Subsidiaries:

Subsidiaries are all entities (including structured entities) over which the Company has control. The group controls an entity when the company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

#### Equity accounted investees:

The Group's interests in equity accounted investees comprises interests in associates and joint ventures.

Associates are all entities over which the group has significant influence but not control or joint control This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

A joint venture is an arrangement in which the Group has joint control and has rights to the net assets of the arrangement. Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

### **Non-controlling interests (NCI):**

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and consolidated balance sheet respectively.

### **Loss of control:**

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

## **1.3 Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ('CODM'). The board of directors, the chief executive officer and the chief financial officer have been identified as being the CODMs. Refer Note 30 for segment information.

## **1.4 Foreign currency translation and transactions**

### **(a) Functional and presentation currency**

A Group's functional currency is the currency of the primary economic environment in which an entity operates and is normally the currency in which the entity primarily generates and expends cash.

### **(b) Transactions and balances**

The financial statements are presented in INR, the functional currency of the Group.

#### **(i) Initial Recognition:**

On initial recognition, foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction.

#### **(ii) Subsequent Recognition:**

As at the reporting date, non - monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the period end exchange rates are recognised in profit or loss. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss in the statement of profit and loss.

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

The translation of financial statements of the foreign subsidiaries to the presentation currency is performed for assets and liabilities using the exchange rate in effect at the balance sheet date and for revenue, expense and cash-flow items using the average exchange rate for the respective periods. The gains or losses resulting from such translation are included in currency translation reserves under other components of equity. When a subsidiary is disposed off, in full, the relevant amount is transferred to net profit in the statement of profit and loss. However when a change in the parent's ownership does not result in loss of control of a subsidiary, such changes are recorded through equity.

All monetary items denominated in foreign currency are restated at Foreign Exchange Dealers Association of India (FEDAI) rates and the exchange variations arising out of settlement / conversion at the FEDAI rates are recognised in the Statement of Profit and Loss at the end of accounting period.

Profit or loss on purchase and sale of foreign exchange by the Company in its capacity as Authorised Foreign Exchange Dealer are accounted as a part of the revenue.

### 1.5 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits associated with the transaction will flow to the entity and revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

#### (a) Foreign exchange and travel related services

The entity provides travel products and services to leisure and corporate travellers in India and abroad. Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and taxes. The revenue from rendering these services is recognized in the income statement at the time when significant risk and rewards are transferred to the customer.

The entity recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the entity's activities as described below. The entity bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Income from the sale of airline tickets is recognized as an agent on the basis of net commission earned, at the time of issuance of tickets, as the Group does not assume any performance obligation post the confirmation of the issuance of an airline ticket to the customer. Performance linked bonuses from airlines are recognized as and when the performance obligations under the schemes are achieved.

Revenue on holiday packages is recognised on gross basis on the date of departure of the tour.

The income arising from the buying and selling of foreign currencies is included on the basis of net margins earned. Revenue on foreign exchange transactions are recognised at the time of purchase and sale.

#### (b) People and services

Revenue related to staffing services i.e. salary and incidental expenses of temporary associates along with the service charges are recognized in accordance with the agreed terms and recognized as the related services are performed.

Revenue related to recruitment services are recognized at the time the candidate begins full time employment.

Revenue related to executive research and trainings are recognized upon rendering of the service.

Revenue from training services is recognized prorated over the period of training.

#### (c) Global technology solutions

Revenue related to staffing services i.e. salary and incidental expenses of employees of Information Technology / Information Technology Enabled Services along with the service charges are recognized in accordance with the agreed terms and recognized as the related services are performed.

#### (d) Integrated facility management

Revenue from integrated facility management and food services are primarily earned on fixed fee basis and are recognized as per the terms of the arrangement with the customers.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Revenue from the services rendered between the last billing date and the balance sheet date is recognized as unbilled revenue.

## (e) Industrial asset management

Revenue from operation and maintenance services are primarily earned on a fixed rate basis and are recognized as per the terms and arrangements with the customers. Certain arrangements are on time and material basis and are recognized as the services are performed as per the terms of the arrangement with the customer.

Deferred revenue included in other current liabilities represents amounts billed in excess of revenue earned. Unbilled revenue included in other current assets represents revenue earned in excess of amounts billed.

## (f) Software and solutions business

Revenue from information technology primarily includes co-location, which includes the licensing of cabinet space and power, interconnection offerings; managed infrastructure services and application management services. Revenue is recognised ratably in accordance with the agreed terms of the contract with the customers.

## (g) Vacation ownership business

The management has based on an assessment, determined that the fair value of the future services to be rendered to the customer which includes rights to usage of facilities over the membership period as 40% of the product value (entitlement fee). Entitlement Fee is recognised as income over the period of entitlement on a systematic basis reflecting the timing, nature and value of benefits provided to the customer. 60% of the product value, being admission fee is recognized as income in the year of sale.

In respect of all other vacation ownership products prior to November 2011, 45% of the product value, being admission fee was recognised as income in the year of sale. The remaining 55%, being Advance subscription towards customer facilities (ASCF), which entitles the vacation ownership member for the specified facilities over the membership usage period, is recognised as income equally over the period of entitlement.

The balance of Entitlement fee and ASCF as at the year-end is classified as Deferred Income under the head Non-current/ current liabilities. Provision for cancellation of vacation ownership contracts is made considering the Company's cancellation policy and historical trends and experience.

In cases where the vacation ownership member chooses to make payments in instalments, interest is recognised as an income on an accrual basis over the contracted period.

## (h) Income from resorts

Income from resorts comprising of sale of food and beverages, room rentals and other services are recognised when these are sold and when services are rendered.

## (i) Income from subscription fee

Incomes in respect of annual subscription fee or annual amenity charges dues from members is recognized only when it is reasonably certain that the ultimate collection will be made. Commission income on insurance policies sold is recognised on the effective commencement of the policies.

## 1.6 Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their primary nature. The costs of the company are broadly categorised in employee benefit expenses, depreciation and amortisation and other operating expenses. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Other operating expenses majorly include sub-contractor charges, rent, recruitment and training expenses, travelling and conveyance, legal and professional fees and communication expenses.

## 1.7 Taxes on income

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group operate and generate taxable income. Management periodically evaluates

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Income tax for the period comprises of current tax and deferred tax. Income tax is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised in 'Other comprehensive income or directly in equity, in which case the tax is recognised in 'Other comprehensive income' or directly in equity, respectively.

**(a) Current tax:**

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the Balance Sheet date, and any adjustments to tax payable in respect of previous years. Interest income/expenses and penalties, if any, related to income tax are included in current tax expense.

**(b) Deferred tax:**

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred Taxes on items classified under Other Comprehensive Income ('OCI') has been recognised in OCI.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

### 1.8 Leases

**(a) Determining whether an arrangement contains a lease:**

At the inception of an arrangement, it is determined the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other considerations required by such an arrangement are separated into those for the lease and those for elements on basis of the relative fair values.

**(b) Operating lease:**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments under leases are charged or credited to the Statement of Profit and Loss on a straight-line basis over the term of the lease unless the lease payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, in which case the same are recognised as an expense in line with the contractual term.

**Finance lease:**

Lease arrangements where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased asset and the present value of the minimum lease payments. If it is concluded for a finance lease that is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. Each lease payment is apportioned between the finance charge and the reduction of the outstanding liability. The outstanding liability pertaining to non - current portion is included in other long - term borrowings and the current portion is included in other financial liabilities. The finance charge is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### 1.9 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the;

- (i) fair values of the assets transferred;
- (ii) liabilities incurred to the former owners of the acquired business;
- (iii) equity interests issued by the Group; and
- (iv) fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Acquisition-related costs are expensed as incurred.

The excess of the;

- (i) consideration transferred;
- (ii) amount of any non-controlling interest in the acquired entity, and
- (iii) acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

### 1.10 Impairment of assets

#### (a) Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not otherwise consider, indications that a debtor or issuer will enter bankruptcy, the disappearance of an active market for a security.

The entity considers evidence of impairment for receivables for each specific asset. All individually significant receivables are assessed for specific impairment. In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.



# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account against receivables. Interest on the impaired asset continues to be recognized as income through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

The Company assess at each date of Balance sheet whether a financial assets or group of financial assets is impaired. In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure:

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Impairment losses on investment carried at fair value through other comprehensive income are recognized by transferring the cumulative loss that has been recognized in other comprehensive income, and presented in the fair value reserve in other equity.

The cumulative loss that is removed from other comprehensive income and recognized in profit or loss is the difference between the acquisition cost, net of any principal repayment and amortization, and the current fair value, less any impairment loss previously recognized in profit or loss. Changes in impairment provisions attributable to time value are reflected as a component of interest income in the statement of profit and loss.

### (b) Non-financial assets

Goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Groups of assets (cash-generating units). Non financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Total impairment loss of a cash generating unit is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognized in net profit in the statement of profit and loss and is not reversed in the subsequent period.

### 1.11 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, cheques/drafts on hand, remittances in transit, balances with bank held in current account, demand deposits with original maturities of three months or less, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are repayable on demand and form an integral part of an entity's cash management, and are included as a component of cash and cash equivalents. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

### 1.12 Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement. Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 1.13 Financial instruments

### (a) Financial assets

#### (i) Initial recognition and measurement:

Financial assets are recognised when the entity becomes a party to the contractual provisions of the instruments. Transaction costs are expensed in the Statement of Profit and Loss, except for financial instruments carried at amortised cost, where transaction costs are adjusted in the amortised cost of the asset.

#### (ii) Subsequent measurement:

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL') on the basis of:

- the entity's business model for managing the financial assets and;
- the contractual cash flow characteristics of the financial asset.

#### (a) Measured at amortised cost:

Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model with the objective of holding the assets to collect contractual cash flows, are subsequently measured at amortised cost using the effective interest rate ('EIR') method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, gain or loss, if any, is recognised in the Statement of Profit and Loss.

#### (b) Measured at fair value through other comprehensive income :

Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, is measured at fair value through other comprehensive income. It is subsequently measured at fair value with unrealised gains or losses recognised in the other comprehensive income ('OCI'), except for interest income which is recognised as 'other income' in the Statement of Profit and Loss using the EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

#### (c) Measured at fair value through profit or loss:

A financial asset not measured at either amortised cost or FVTOCI, is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

All investments in equity instruments classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL. For all other equity instruments, the Group may, on initial recognition, irrevocably elect to measure the same either at FVTOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised as 'other income' in the Statement of Profit and Loss unless the Group has elected to measure such instrument at FVTOCI. Fair value changes excluding dividends, on an equity instrument measured at FVTOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss, when the Group's right to receive the payment is established.

#### (iii) Derecognition:

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset. On transfer of the financial asset, the Group evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

recognises an associated liability. The transferred asset and the associated liability are measured on a fair value basis that reflects the rights and obligations that the Group has retained.

### (b) Financial liabilities

#### (i) Initial recognition and measurement:

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value plus transaction costs for all financial liabilities not carried at FVTPL. Financial liabilities carried at FVTPL are initially recognised at fair value, and transaction costs are expensed in the Statement of Profit and Loss.

#### (ii) Subsequent measurement:

Financial liabilities are subsequently measured at amortised cost using EIR method. Financial liabilities carried at FVTPL are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

#### (iii) Derecognition:

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

### (c) Guarantee:

Financial guarantee contracts are recognized as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of amount determined in accordance with Ind AS 37 and the amount initially recognized less cumulative amortisation, where appropriate.

The fair value of financial guarantees is determined as the present value of the differences of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

### (d) Equity investments (other than investments in subsidiaries, associates and joint venture):

An equity instruments is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. All investments in equity instruments classified under financial assets are subsequently measured at fair value. Equity instruments which are held for trading are measured at FVTPL. For all other equity instruments, the Company may, on initial recognition, irrevocably elect to measure the same either at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVTOCI. Fair value changes excluding dividends, on an equity instrument measured at FVTOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss when the Company's right to receive payments is establishes.

### (e) Derivative financial instruments

The Group uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### 1.14 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

### 1.15 Property, plant and equipment

Property, plant and equipment is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. Losses arising from the retirement of, and gains or losses arising from disposal of assets which are carried at cost is recognised in the Statement of Profit and Loss.

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Depreciation is provided on a straight-line method over the estimated useful lives of the assets. The depreciation rates are prescribed in Schedule II to the Companies Act, 2013. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter or longer than that envisaged in the aforesaid Schedule, depreciation is provided at a higher or lower rate respectively, based on the management's estimate of the useful life/remaining life.

#### Depreciation methods, estimated useful lives and residual value:

Depreciation is provided on a Straight Line Method ('SLM') over the estimated useful lives of the property, plant and equipment as estimated by the Management and is generally recognized in the consolidated statement of profit and loss. The management believes that the useful lives as given below best represent the period over which the management expects to use these assets based on an internal assessment and technical evaluation where necessary. Hence, the useful lives for some of these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Description of tangible assets	Estimated useful life (Number of years)
Computers (includes data server and networks)	3 – 7 years
Furniture and Fixtures	4 - 10 years
Office Equipment	3 - 5 years
Office Building	60 years
Vehicles under finance lease	4 years
Other vehicles	3 - 8 years
Plant and Machinery	3 - 15 years
Shop and Electrical Fittings	8 – 10 years

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

Leasehold Improvements are amortised over the period of the lease or useful life of the asset whichever is lower.

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress".

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

### 1.16 Intangible assets

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

Corporate brand names acquired as part of acquisitions of businesses are capitalised separately from goodwill as intangible assets if their value can be measured reliably on initial recognition and it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group.

The carrying value of these intangible assets is reviewed at least annually for impairment and adjusted to the recoverable amount if required.

Amortization is provided at rates calculated to write off the cost less estimated residual value of each asset on a straight-line basis over its estimated useful life.

#### (a) Goodwill

Goodwill on business combinations is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or Groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or Groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

#### (b) Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- (i) it is technically feasible to complete the software so that it will be available for use
- (ii) management intends to complete the software and use or sell IT
- (iii) there is an ability to use or sell the software
- (iv) it can be demonstrated how the software will generate probable future economic benefits
- (v) adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- (vi) the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### (c) Amortisation methods and periods

Asset	Useful Life
Software (including software - internally generated / developed)	3 - 4 years
Software (leasehold)	Lease term or estimated useful life of, whichever is lower
Customer relationships	5 - 10 years
Corporate brand name	5 - 20 years
Trademarks and patents	3 - 7.5 years
Customer contracts	3 years

Amortization is calculated using the straight-line method to allocate their cost over their estimated useful lives.

### 1.17 Provisions and contingent liabilities

Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Provisions are not recognised for future operating losses. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations is more probable than not. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

Warranty costs are estimated on the basis of a technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of rendering of services.

A provision for onerous contracts other than construction contracts is recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognizes any impairment loss on the assets associated with that contract.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Entity or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

### 1.18 Other income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is recognized when the right to receive dividend is established.

Securitized assets are derecognised when the contractual rights therein are transferred to the third party. On being derecognised, the excess of consideration received over the principal amounts of receivable from members (net of reversals in respect of cancelled members) is recognised as income from securitisation.



# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### 1.19 Government grants

Government grants related to subsidy received in cash or in kind are recognised as income when there is reasonable assurance that the entity will comply with the conditions attaching to them; and the grants will be received. Duty credit scrips received from Government on compliance of the conditions laid down under the new foreign trade policy are treated as revenue grant and classified under other operating revenue.

### 1.20 Employees share based payments

Share-based compensation benefits are provided to employees via the following plans:

- (i) Thomas Cook Employees Stock Option Plan -2007
- (ii) Thomas Cook Save As You Earn (SAYE) -2010
- (iii) Thomas Cook Employees Stock Option Plan -2013
- (iv) Sterling Holiday Resorts (India) Limited Employee Stock Options Scheme 2012 - ("SHRIL ESOS 2012")

The fair value of options granted under each plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the Impact of any service and non-market performance vesting conditions (e.g. profitability, SALES growth targets and remaining an employee of the entity over a specified TIME Period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, statement of profit or loss, with a corresponding adjustment to equity.

Replacement awards are treated as a modification of share based payment arrangement, and the fair value of the new equity instruments (measured at the date of the modification) are included in the measurement of the amount recognised for services received and recognized over the remaining vesting period of the options.

For Quess and its subsidiaries, the Quess group has introduced 'IKYA Employee Stock Option Scheme 2009' ('the Option Scheme 2009') and Scheme 2015, wherein the employees of the Group receive remuneration in the form of equity settled instruments of the Company, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The expense is recognised in the statement of profit and loss with a corresponding increase to the share based payment reserve, a component of equity. The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortisation). The stock compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest.

### 1.21 Employee benefits

#### (a) Post employment benefits

##### (i) Defined contribution plans

###### Superannuation scheme:

The Company and its subsidiary Travel Corporation (India) Limited have Defined Contribution Plan for Post Employment Benefit in the form of Superannuation scheme. Contributions to Superannuation scheme are charged to the Statement of Profit and Loss as incurred. The contributions to Superannuation scheme are based on the premium contribution called for by Life Insurance Corporation of India (LIC) with whom the companies have entered into an arrangement.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## **Provident fund, Employee State Insurance Scheme and Labour Welfare Funds:**

For all group companies other than Thomas Cook (India) Limited, contributions to Provident Fund are charged to the Statement of Profit and Loss as incurred. The Provident Fund contributions are made to a government administered fund towards which the company has no further obligations beyond its monthly contributions.

Contributions to Employee State Insurance Scheme and Labour Welfare Funds are charged to the Statement of Profit and Loss account as incurred.

### **(ii) Defined benefit plans**

#### **Gratuity:**

The Group provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

Contribution to Gratuity is based on the premium contribution called for by the Life Insurance Corporation of India (LIC) with whom the Group has entered into an arrangement. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged or credited to 'Finance costs' in the Statement of Profit and Loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

#### **Provident fund:**

For Thomas Cook (India) Limited and Travel Corporation (India) Limited, Provident Fund contributions are made to a Trust administered by the Group. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. Any short fall/(excess) based on independent actuarial valuation is accounted for in the Statement of Profit and Loss in the relevant period.

### **(iii) Other long term benefits**

#### **Compensated absences:**

For Quess and its subsidiaries, Sterling and its subsidiaries and SOTC and its subsidiaries, accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The liability is actuarially determined (using the Projected Unit Credit method) by an independent actuary at the end of each year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise. The discount rates used for determining the present value of the obligation under the defined benefit plan are based on the market yields on government bonds as at the balance sheet date.

### **(b) Short-term employee benefit**

#### **Compensated absences:**

For Quess and its local subsidiaries, SOTC and its subsidiaries, Sterling and its subsidiaries, accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

For Travel Circle International Limited, employees are entitled to avail 9-25 days of leave during a year. Any carry forward or encashment of the same is not allowed and all unutilised leaves necessarily lapse at the end of the year.

For other group companies, employees are entitled to avail 30 days of leave during a calendar year. Any carry forward or encashment of the same is not allowed and all unutilised leaves necessarily lapse at the end of the calendar year. At reporting date liability pertaining to compensated absences is calculate based on the total leave balances of each employee.

### **(c) Employee benefits of Foreign subsidiaries are provided for on the basis of the their local laws.**

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### 1.22 Inventories

Inventories which comprise finished goods, provisions, perishables, beverages, stock in trade and operating supplies are valued at the lower of cost and net realizable value. Cost of inventories comprises purchase price, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average cost method ['WAM'] basis. Net realizable value is the best estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The comparison of cost and net realizable value is made on an item-by-item basis. Inventories are stated net of write down or allowances on account of obsolete, damaged or slow moving items.

### 1.23 Borrowing costs

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

### 1.24 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

### 1.25 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Group's earnings per share is the net profit for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

### 1.26 Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

## 2 Critical accounting estimates and judgements

The preparation of Consolidated Financial Information requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Restated Standalone Financial Information.

The areas involving critical estimates or judgements are;

Estimation of current tax expense and payable- Note 26 and 17 respectively

Estimated fair value of unlisted securities- Note 8(a) and 8(b)

Estimated useful life of intangible asset- Note 6(a)

Recognition of deferred tax- Note 16

Estimated goodwill impairment- Note 5

Estimation of Defined Benefit Obligation- Note 15

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Impairment of trade receivables- Note 8(c)

Estimation of inputs for fair value of Share based payment instrument- Note 32

Fair value of financial instruments - Note 27

Useful life of property, plant and equipment - Note 4(a)

Recognition and Measurement of provision and contingencies - Note 39

Impairment of investment - Note 7

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

### (a) Current / Non Current Classification

All assets and liabilities are classified into current and non-current:

#### Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

#### Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

#### Operating cycle:

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the above definition and the nature of services provided, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

### (b) Recent accounting pronouncement

Standards issued but not yet effective

On March 28, 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notifying amendments to Ind AS 21, 'The Effects of Changes in Foreign Exchange Rates', Ind AS 12, 'Income Taxes', Ind AS 28, 'Investments in Associates and Joint Ventures', 'Ind AS 112, 'Disclosure of Interests in Other Entities' and Ind AS 115, 'Revenue from contracts with customers'. These amendments maintain convergence with IFRS by incorporating amendments issued by the International Accounting Standards Board (IASB) into Ind AS. The amendments are applicable to the Group from April 1, 2018.

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### **Amendment to Ind AS 12, Income Taxes**

The amendment to Ind AS 12 considers that:

- (i) Tax law determines which deductions are offset against taxable income in determining taxable income in determining taxable profits.
- (ii) No deferred tax asset is recognised if the reversal of the deductible temporary difference will not lead to tax deductions.

The Group is evaluating the effect of this on the consolidated financial statements and expects the impact to be not material.

### **Amendment to Ind AS 28, Investments in Associates and Joint Ventures**

The amendment to Ind AS 28 clarifies that a venture capital organization, or a mutual fund, unit trust and similar entities may elect, at initial recognition, to measure investments in an associate or joint venture at fair value through profit or loss separately for each associate or joint venture.

The standard is applicable to the Group but the impact of the above stated amendment to the Group is nil.

### **Amendment to Ind AS 112, Disclosure of Interests in Other Entities**

The amendment to Ind AS 112 provide that the disclosure requirements for interests in other entities also apply to interests that are classified (or included in a disposal group that is classified) as held for sale or as discontinued operations in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations.

The standard and the disclosure requirements as per the above stated amendment is applicable to the Group and the Group will comply the requirements wherever applicable.

### **Ind AS 115, Revenue from Contracts with Customers**

The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)

The Group is evaluating the requirements of the amendment and the effect on the financial statements.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 3 Basis of Consolidation

List of subsidiary companies, associates and joint ventures considered in the consolidated financial statements is as follows:

Sr. No.	Name of the Company	Note	Country of Incorporation	Proportion of ownership	
				As at March 31, 2018	As at March 31, 2017
1	Thomas Cook (India) Limited		India	-	-
	<b>Subsidiaries- Indian</b>				
2	Travel Corporation (India) Limited	4	India	100.0%	100.0%
3	TC Tours Limited (Formerly known as "Thomas Cook Tours Limited")		India	100.0%	100.0%
4	Indian Horizon Marketing Services Limited		India	100.0%	100.0%
5	TC Visa Services (India) Limited	9	India	100.0%	100.0%
6	Jardin Travel Solutions Limited	9	India	100.0%	100.0%
7	Borderless Travel Services Limited		India	100.0%	100.0%
8	Sterling Holiday Resorts Limited (SHRL)	7	India	100.0%	100.0%
9	Sterling Holidays (Ooty) Limited	7	India	98.0%	98.0%
10	Sterling Holidays Resorts (Kodaikannal) Limited	7	India	98.0%	98.0%
11	Nature Trails Resorts Private Limited	7	India	100.0%	100.0%
12	Qess Corp Limited	5,6	India	-	62.2%
13	CoAchieve Solutions Private Limited	5,6	India	-	62.2%
14	MFX Infotech Private Limited	5,6	India	-	62.2%
15	Aravon Services Private Limited (formerly known as "ARAMARK India Private Limited")	5,6	India	-	62.2%
16	Dependo Logistics Solutions Private Limited	5,6	India	-	62.2%
17	CentreQ Business Solutions Private Limited	5,6	India	-	62.2%
18	Excelus Learning Solutions Private Limited	5,6	India	-	62.2%
19	Inticore VJP Advanced Solutions Private Limited (w.e.f December 1, 2016)	5,6	India	-	46.0%
20	SOTC Travel Services Pvt Ltd.	4	India	-	100.0%
21	Distant Frontiers Tours Private Limited	4	India	-	100.0%
22	SITA Beach Resorts Private Limited	4	India	-	100.0%
23	SITA Destination Management Private Limited	4	India	-	100.0%
24	SITA Holidays (India) Private Limited	4	India	-	100.0%
25	SITA Holidays Resorts Private Limited	4	India	-	100.0%
26	SOTC Travel Limited (formerly known as SOTC Travel Private Limited)	4	India	100.0%	100.0%
27	SITA Incoming (India) Private Limited	4	India	-	100.0%
28	SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited)		India	100.0%	100.0%
29	TC Forex Services Limited (formerly known as Tata Capital Forex Limited)		India	100.0%	-
30	TC Travel and Services Limited		India	100.0%	-
31	Connect Business Solutions Limited (formerly known as Tata Business Support Services Limited)	5,6	India	-	-
32	Golden Star Facilities And Services Private Limited	5,6	India	-	62.2%
33	Master Staffing Solutions Private Limited	5,6	India	-	37.3%
34	Monster.com (India) Private Limited	5,6	India	-	-
35	Vedang Cellular Services Private Limited	5,6	India	-	-
	<b>Subsidiaries- Foreign</b>				
36	Thomas Cook Lanka (Private) Limited		Sri Lanka	100.0%	100.0%



# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Sr. No.	Name of the Company	Note	Country of Incorporation	Proportion of ownership	
				As at March 31, 2018	As at March 31, 2017
37	Thomas Cook (Mauritius) Holding Company Limited		Mauritius	100.0%	100.0%
38	Thomas Cook (Mauritius) Operations Company Limited	10	Mauritius	100.0%	100.0%
39	Thomas Cook (Mauritius) Travel Limited (Liquidated w.e.f. October 13, 2016)	10	Mauritius	-	-
40	Thomas Cook (Mauritius) Holidays Limited	10	Mauritius	100.0%	100.0%
41	Luxe Asia Private Limited, subsidiary of Thomas Cook Lanka (Private) Limited		Sri Lanka	100.0%	100.0%
42	Travel Circle International Ltd	9	Hong Kong	100.0%	100.0%
43	Travel Circle International Services Limited	1	Hong Kong	-	-
44	Horizon Travel Holdings (Singapore) Private Limited (dissolved w.e.f January 08, 2018)	9	Singapore	-	100.0%
45	Horizon Travel Services LLC	9	USA	100.0%	
46	Travel Circle International (Mauritius) Limited	3	Mauritius	100.0%	
47	Asian Trails Holding Limited	8	Mauritius	100.0%	-
48	Kuoni Destination Management (Beijing) Limited	8	China	100.0%	-
49	Asian Trails (Malaysia) SDN BHD	8	Malaysia	100.0%	-
50	Asian Trails (Vietnam) Company Limited	8	Vietnam	70.0%	-
51	Asian Trails Company Limited	8	Cambodia	95.0%	-
52	Asian Trails Tours Limited	8	Myanmar	85.0%	-
53	AT Lao Company Limited	8	Laos	80.0%	-
54	PT Asian Trails Limited	8	Indonesia	66.0%	-
55	Asian Trails Limited	8	Thailand	100.0%	-
56	Chang Som Limited	8	Thailand	100.0%	-
57	Desert Adventures Tourism LLC	8	Dubai	100.0%	-
58	Desert Adventure Tourism Limited	8	Jordan	100.0%	-
59	Muscat Desert Adventure Tourism LLC	8	Oman	100.0%	-
60	Gulf Dunes LLC	8	Oman	100.0%	-
61	Gulf Dunes Tourism LLC, subsidiary of Gulf Dunes LLC	8	Dubai	100.0%	-
62	Reem Tours & Travel LLC	8	Dubai	100.0%	-
63	Kuoni Australia Holding Pty. Ltd.	8	Australia	100.0%	-
64	Australia Tours Management Pty. Ltd	8	Australia	100.0%	-
65	Private Safaris (East Africa) Limited	8	Kenya	100.0%	-
66	Kuoni Private Safaris (Pty.) Limited	8	South Africa	100.0%	-
67	Kuoni Private Safaris Namibia (Pty.) Limited	8	Namibia	100.0%	-
68	Brainhunter Systems Limited	5,6	Canada	-	62.2%
69	Mindwire Systems Limited, Ottawa	5,6	Canada	-	62.2%
70	Brainhunter Companies LLC	5,6	USA	-	62.2%
71	Brainhunter Companies Canada Inc (Dissolved w.e.f February 07, 2017)	2,6	Canada	-	-
72	Quesscorp Inc, USA	5,6	USA	-	62.2%
73	Quess (Philippines) Corp	5,6	Philippines	-	62.2%
74	Quesscorp Holdings PTE. LTD, Singapore	5,6	Singapore	-	62.2%
75	Quessglobal (Malaysia) SDN.BHD	5,6	Malaysia	-	62.2%
76	MFExchange Holdings Inc, Canada *	5,6	Canada	-	62.2%
77	MFExchange (Ireland) Limited (dissolved w.e.f. September 16, 2017)	5,6	Ireland	-	62.2%
78	MFExchange Inc, USA	5,6	USA	-	62.2%
79	Comtel Solutions Pte Ltd	5,6	Singapore	-	62.2%

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Sr. No.	Name of the Company	Note	Country of Incorporation	Proportion of ownership	
				As at March 31, 2018	As at March 31, 2017
80	Comtel Pro Pte. Limited	5,6	Singapore	-	-
81	Comtelink SDN BHD	5,6	Malaysia	-	-
82	Quess Corp Lanka Private Limited	5,6	Sri Lanka	-	62.2%
83	SITA World Travel (Nepal) Pvt Ltd	9	Nepal	63.3%	63.3%
84	SITA World Travel Lanka (Pvt) Ltd	9	Sri Lanka	100.0%	100.0%
85	Ikya Business Services (Private) Limited	5,6	Sri Lanka	49.0%	62.2%
86	Monster Malaysia Sdn Bhd	5,6	Malaysia	-	-
87	Monster.com HK Limited	5,6	Hong Kong	-	-
88	Monster.com SG Pte Limited	5,6	Singapore	-	-
89	Quess Corp Vietnam LLC	5,6	Vietnam	-	-
90	MFX Chile Spa	5,6	Chile	-	-
	<b>Associate Enterprise &amp; Joint Venture</b>				
91	TCI-Go Vacation India Private Limited		India	49.0%	-
92	Quess Corp Limited (From March 01, 2018)	6	India	49.0%	-
93	Terrier Security Services (India) Private Limited (till February 28, 2018)		India	30.5%	30.5%
94	Simpliance Technologies Private Limited (till February 28, 2018)		India	16.8%	16.8%
95	Heptagon Technologies Private Limited (till February 28, 2018)		India	-	-
96	Himmer Industrial Services (M) SDN BHD (till February 28, 2018)		Malaysia	30.5%	30.5%
97	Trimax Smart Infraprojects Private Limited (till February 28, 2018)		India	-	-
98	Quess Recruit Inc. (till February 28, 2018)		India	-	-

## Notes:

- The Company has merged into Travel Circle International Limited effective from December 13, 2016.
- The Company has dissolved with effect from February 07, 2017. The transactions till February are being considered for consolidation purpose.
- On June 27, 2017, SOTC Travel Limited (formerly known as SITA Travels Private Limited) and Travel Corporation (India) Limited, completed the subscription of 51% and 49% stake respectively, in Travel Circle International (Mauritius) Limited, Mauritius which was incorporated during the year.
- On April 19, 2017, National Company Law Tribunal (NCLT), Mumbai the approved a Composite Scheme of Arrangement and Amalgamation ("Composite Scheme"), pursuant to which the "outbound business" of SOTC Travel Services Private Limited has been transferred to SOTC Travel Limited {formerly known as SOTC Travel Private Limited} by way of slump exchange and thereafter, the residual SOTC Travel Services Private Limited including its subsidiaries (i.e. Distant Frontiers Tours Private Limited, SITA Beach Resorts Private Limited, SITA Destination Management Private Limited, SITA Holidays (India) Private Limited, SITA Holidays Resorts Private Limited and SITA Incoming (India) Private Limited) has been amalgamated into Travel Corporation (India) Limited. The scheme has become effective from July 01, 2017 with an appointment date of July 01, 2016.
- During the year, shareholding of the Company in Quess Corp Limited ("Quess") was reduced to 49.02% from 62.2%. The Board also recognized certain participative rights of Mr. Ajit Isaac and Net Resources Investments Private Limited in day-to-day management and operations of Quess. Accordingly, the results of Quess Group have been consolidated as a subsidiary upto February 28, 2018 and for the month of March 2018, the share of profit as an associate has been considered. Accordingly, Company's investment in Quess re-classify from a subsidiary to an associate company under Ind AS 110 with effect from March 01, 2018
- These companies are subsidiaries of Quess Corp Limited and step down subsidiaries of Thomas Cook (India) Limited. Quess Corp Limited, its subsidiaries, associates and joint ventures, collectively defined as "Quess Group".
- These companies are subsidiaries of Sterling Holiday Resorts Limited and step down subsidiaries of Thomas Cook (India) Limited. Sterling Holiday Resorts Limited and its subsidiaries collectively defined as "Sterling Group".
- These companies are subsidiaries of Travel Circle International (Mauritius) Limited and step down subsidiaries of Thomas Cook (India) Limited. Travel Circle International (Mauritius) Limited and its subsidiaries collectively defined as "DMS Group".
- These companies are subsidiaries of Travel Corporation (India) Limited and step down subsidiaries of Thomas Cook (India) Limited.
- These companies are subsidiaries of Thomas Cook (Mauritius) Holding Company Limited and step down subsidiaries of Thomas Cook (India) Limited.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 4(a) Property, plant and equipment

Particulars	Freehold Land	Office Building	Leasehold Improvements	Furniture and Fixtures	Computer Equipment	Plant and Machinery	Leasehold Land	Office equipments	Vehicles	Electrical Fittings	Total
<b>Year ended March 31, 2017</b>											
<b>Gross carrying amount</b>											
Opening as at April 01, 2016	5,473.7	41,686.7	3,994.4	6,290.4	6,766.8	2,528.3	1,698.9	2,727.8	1,227.8	2,861.9	75,256.7
Acquisition / taken over pursuant to business combination	-	-	43.5	17.5	221.4	1,479.6	-	61.0	63.1	-	1,886.1
Additions	6.2	3,817.3	589.4	1,705.5	1,880.7	800.0	-	468.5	542.4	827.4	10,637.4
Translation difference	-	-	(42.5)	(10.8)	(96.4)	-	-	(5.2)	(1.9)	-	(156.8)
Disposals / transfer	-	(90.5)	(319.9)	(177.7)	(11.8)	(16.9)	-	(170.8)	(220.2)	(1.6)	(1,009.4)
<b>Closing gross carrying amount</b>	<b>5,479.9</b>	<b>45,413.5</b>	<b>4,264.9</b>	<b>7,824.9</b>	<b>8,760.7</b>	<b>4,791.0</b>	<b>1,698.9</b>	<b>3,081.3</b>	<b>1,611.2</b>	<b>3,687.7</b>	<b>86,614.0</b>
<b>Accumulated depreciation</b>											
Opening as at April 01, 2016	-	597.8	2,250.7	1,195.1	2,982.9	464.2	54.6	1,120.0	280.4	268.3	9,214.0
Depreciation charge during the year	-	991.3	610.1	1,032.2	2,025.5	500.2	22.2	561.3	448.1	388.3	6,579.2
Acquisition / taken over pursuant to business combination	-	-	31.4	9.9	147.3	1,010.5	-	31.1	24.0	-	1,254.2
Translation difference	-	-	(32.2)	(5.8)	(38.7)	-	-	(9.2)	(0.9)	-	(86.8)
Disposals	-	(3.5)	(202.6)	(90.0)	(9.7)	(16.9)	-	(133.0)	(170.9)	(0.7)	(627.3)
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>1,585.6</b>	<b>2,657.4</b>	<b>2,141.4</b>	<b>5,107.3</b>	<b>1,958.0</b>	<b>76.8</b>	<b>1,570.2</b>	<b>580.7</b>	<b>655.9</b>	<b>16,333.3</b>
<b>Net carrying amount as at March 31, 2017</b>	<b>5,479.9</b>	<b>43,827.9</b>	<b>1,607.5</b>	<b>5,683.5</b>	<b>3,653.4</b>	<b>2,833.0</b>	<b>1,622.1</b>	<b>1,511.1</b>	<b>1,030.5</b>	<b>3,031.8</b>	<b>70,280.7</b>
<b>Year ended March 31, 2018</b>											
<b>Gross carrying amount</b>											
Opening as at April 01, 2017	5,479.9	45,413.5	4,264.9	7,824.9	8,760.7	4,791.0	1,698.9	3,081.3	1,611.2	3,687.7	86,614.0
Acquisition / taken over pursuant to business combination	4,700.0	3,759.3	1,624.8	1,479.4	6,558.3	97.8	-	2,222.3	2,205.5	68.0	22,715.4
Additions	36.5	6,804.7	1,861.8	1,581.5	3,322.9	3,407.1	-	1,092.0	743.2	1,304.7	20,154.4
Disposal pursuant to business combination	(4,700.0)	(3,740.6)	(3,118.0)	(1,995.5)	(13,284.7)	(5,487.4)	0.0	(3,965.0)	(792.7)	0.0	(37,083.9)
Translation difference	0.0	4.4	38.4	29.7	88.7	0.3	0.0	67.0	178.9	0.7	408.1
Disposals/transfer #	(4.6)	(5.5)	(242.9)	(364.2)	(803.0)	(57.0)	0.0	(234.6)	(564.2)	(8.9)	(2,284.9)
<b>Closing gross carrying amount</b>	<b>5,511.8</b>	<b>52,235.8</b>	<b>4,429.0</b>	<b>8,555.8</b>	<b>4,642.9</b>	<b>2,751.8</b>	<b>1,698.9</b>	<b>2,263.0</b>	<b>3,381.9</b>	<b>5,052.2</b>	<b>90,523.1</b>
<b>Accumulated depreciation</b>											
Opening as at April 01, 2017	-	1,585.6	2,657.4	2,141.4	5,107.3	1,958.0	76.8	1,570.2	580.7	655.9	16,333.3
Depreciation charge during the year	-	1,140.3	676.9	1,185.7	2,586.5	964.2	18.7	656.5	562.4	470.0	8,261.2
Acquisition / taken over pursuant to business combination	-	257.3	895.5	998.3	3,640.0	30.4	-	1,172.4	1,584.5	63.0	8,641.4
Disposal pursuant to business combination	-	(133.6)	(1,980.0)	(979.7)	(7,418.0)	(2,365.4)	-	(1,765.7)	(230.1)	-	(14,872.5)
Translation difference	-	4.1	23.5	22.2	79.9	0.3	-	51.8	170.4	0.6	352.8
Adjustment in retained earnings	-	-	-	-	-	-	-	-	(296.0)	-	(296.0)
Provision for impairment	-	-	-	7.3	0.1	-	-	2.3	-	-	9.7
Disposals / transfer	-	(0.3)	(190.2)	(215.6)	(764.2)	(48.9)	0.0	(202.9)	(476.4)	0.0	(1,898.5)
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>2,853.4</b>	<b>2,083.1</b>	<b>3,159.6</b>	<b>3,231.6</b>	<b>538.6</b>	<b>95.5</b>	<b>1,484.6</b>	<b>1,895.5</b>	<b>1,189.5</b>	<b>16,531.4</b>
<b>Net carrying amount as at March 31, 2018</b>	<b>5,511.8</b>	<b>49,382.4</b>	<b>2,345.9</b>	<b>5,396.2</b>	<b>1,411.3</b>	<b>2,213.2</b>	<b>1,603.4</b>	<b>778.4</b>	<b>1,486.4</b>	<b>3,862.7</b>	<b>73,991.7</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (i) Leased Assets

Land, Computers and Vehicles includes the following amounts where the group is a lessee under a finance lease:

Particulars	March 31, 2018			March 31, 2017		
	Land	Vehicles	Computer Equipment	Land	Vehicles	Computer Equipment
Cost/Deemed Cost	1,698.9	95.5	-	1,698.9	420.5	4,680.5
Accumulated Depreciation	95.5	32.5	-	76.8	80.1	2,752.8
<b>Net carrying amount</b>	<b>1,603.4</b>	<b>63.0</b>	<b>-</b>	<b>1,622.1</b>	<b>340.4</b>	<b>1,927.7</b>

## (ii) Cost of office building includes:

- (a) 140 (Previous year - 140) unquoted fully paid-up Shares of Rs. 0.03 lakhs (Previous year Rs. 0.03 lakhs) in various Co-operative Societies.
- (b) Share application money of Rs. 0.02 lakhs (Previous year Rs. 0.02 lakhs) to various Co-operative Societies.
- (c) Premises of Rs. 11,739.4 lakhs (Previous year Rs. 1,155.1 lakhs) where the Co-operative Society is yet to be formed.

## (iii) Leasehold land of Rs. 1,698.9 lakhs represents parcels of land which were obtained by the Group for a lease term of 99 years. The upfront lease payment represented fair value of the land at the time of entering the agreement based on which it has been classified as a finance lease.

## (iv) Property related matters

Refer note 38 for disclosure of certain property related matters.

## (v) Assets held as pledge

Refer note 34 for disclosure of assets held as pledge.

## 4(b) Capital work in progress

March 31, 2017	4,184.8
<b>March 31, 2018</b>	<b>893.0</b>

Capital work-in-progress mainly comprises of Resort Properties under construction/renovation, computer equipment, properties, furniture & fixtures & office equipment.

## Contractual obligations

Refer Note 40(a) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

## 5 Goodwill

Particulars	March 31, 2018	March 31, 2017
<b>Carrying value at the beginning of the year</b>	<b>179,463.3</b>	<b>107,787.9</b>
<b>Addition during the year:</b>		
Qess Corp Lanka (Private) Limited	-	99.1
Inticore VJP Advance Systems Private Limited	-	94.9
Comtel Solutions Pte Limited	-	11,864.9
Identified business of Manipal Integrated Services, including two of its subsidiaries	-	60,055.1
DMS Group	13,620.8	-
TC Forex Services Limited	1,181.7	-
TC Travel and Services Limited	63.7	-
Vedang Cellular Services Private Limited	2,531.8	-
Connegt Business Solutions Limited	6,949.1	-
Certain subsidiaries of Monster Group	7,507.0	-
Business assets of CAARPUS Technology Services Limited	45.2	-
Translation differences	121.1	(438.6)
<b>Deletion during the year:</b>		
On account of deconsolidation of Qess Group	(123,533.1)	-
<b>Total</b>	<b>87,950.6</b>	<b>179,463.3</b>

Refer note 35 for details of business acquisition and goodwill thereon.

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### Impairment tests for goodwill

Goodwill is monitored by the management at the Entity level ("CGU").

Entity level summary of goodwill allocation, including translation differences is presented below:

Particulars	March 31, 2018	March 31, 2017
Qess Group	-	105,812.7
Sterling Group	24,788.8	24,788.8
Travel Corporation (India) Limited	14,539.7	14,539.7
SOTC Travel Limited [Refer Note 35 (ix)]	15,794.6	15,794.6
Travel Circle International Limited	17,470.2	18,158.1
DMS Group	13,742.5	-
TC Forex Services Limited	1,181.7	-
TC Travel and Services Limited	63.7	-
Others	369.4	369.4
	<b>87,950.6</b>	<b>179,463.3</b>

### Significant Estimate

The Group tests whether goodwill has suffered any impairment on an annual basis. The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions (except goodwill arising on acquisition of Qess for which market capitalisation method is used to determine the fair value of the investment and for goodwill arising on acquisition of Sterling for which market value of tangible assets less fair value of liabilities method is used to determine the value in use). The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates. Fair value of investment in Sterling Holiday Resorts Limited is calculated by valuing the properties and freehold land by Independent Valuer after deducting the fair values of other tangible assets and liabilities. The fair value is more than the carrying value of the investment as at March 31, 2018 and March 31, 2017.

The following table sets out the key assumptions for the other CGUs that have significant goodwill allocated to them:

Particulars	March 31, 2018	March 31, 2017
Sales volume % growth	8% - 11.6%	7% - 13.4%
Terminal growth rate	5%	5%
Discount rate	8.9% - 15.8%	8.9% - 12%

As at March 31, 2018, the estimated recoverable amount of each of the CGU's exceeded its carrying amounts and hence impairment is not triggered.

### 6(a) Other intangible assets

Particulars	Brand Value	Software	Customer Relationship	Customer Contracts	Patents	Leased Software	Total
<b>Year ended March 31, 2017</b>							
<b>Gross carrying amount</b>							
Opening as at April 01, 2016	14,841.6	3,417.7	-	-	-	204.5	18,463.8
Additions	-	939.9	-	-	4.8	268.2	1,212.9
Disposals / transfer	-	(62.7)	-	-	-	-	(62.7)
Acquisition / taken over pursuant to business combination	-	84.8	19,446.7	-	-	-	19,531.5
Translation differences	-	(8.0)	-	-	-	(7.1)	(15.1)
<b>Closing gross carrying amount</b>	<b>14,841.6</b>	<b>4,371.7</b>	<b>19,446.7</b>	<b>-</b>	<b>4.8</b>	<b>465.6</b>	<b>39,130.4</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Brand Value	Software	Customer Relationship	Customer Contracts	Patents	Leased Software	Total
<b>Accumulated amortisation</b>							
Opening as at April 01, 2016	647.1	1,271.1	-	-	-	70.0	1,988.2
Amortisation charge for the year	705.0	1,149.1	571.2	-	0.8	143.5	2,569.6
Acquisition / taken over pursuant to business combination	-	61.9	-	-	-	-	61.9
Disposal	-	(26.3)	-	-	-	-	(26.3)
Translation differences	-	1.1	-	-	-	(5.5)	(4.4)
<b>Closing accumulated amortisation</b>	<b>1,352.1</b>	<b>2,456.9</b>	<b>571.2</b>	<b>-</b>	<b>0.8</b>	<b>208.0</b>	<b>4,589.0</b>
<b>Net carrying amount as at March 31, 2017</b>	<b>13,489.5</b>	<b>1,914.8</b>	<b>18,875.5</b>	<b>-</b>	<b>4.0</b>	<b>257.6</b>	<b>34,541.4</b>
<b>Year ended March 31, 2018</b>							
<b>Gross carrying amount</b>							
Opening as at April 01, 2017	14,841.6	4,371.7	19,446.7	-	4.8	465.6	39,130.4
Additions	-	1,043.9	-	215.4	-	100.0	1,359.3
Disposals / transfer (refer note (iii) below)	-	(488.8)	-	-	-	-	(488.8)
Acquisition / taken over pursuant to business combination	6,277.9	4,829.3	8,132.7	-	-	-	19,239.9
Disposal pursuant to business combination	(12,582.7)	(2,490.8)	(27,579.4)	(215.4)	(4.8)	(566.0)	(43,439.1)
Translation differences	24.3	495.1	-	-	-	0.4	519.8
<b>Closing gross carrying amount</b>	<b>8,561.1</b>	<b>7,760.4</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>16,321.5</b>
<b>Accumulated amortisation</b>							
Opening as at April 01, 2017	1,352.1	2,456.9	571.2	-	0.8	208.0	4,589.0
Amortisation charge for the year	827.1	1,608.3	2,772.7	34.6	1.5	166.9	5,411.1
Acquisition / Taken over pursuant to business combination	-	3,671.8	-	-	-	-	3,671.8
Disposals	-	(443.3)	-	-	-	-	(443.3)
Provision for impairment	-	0.3	-	-	-	-	0.3
Disposal pursuant to business combination	(1,964.4)	(1,995.5)	(3,343.9)	(34.6)	(2.3)	(375.4)	(7,716.1)
Translation differences	1.1	469.8	-	-	-	0.5	471.4
<b>Closing accumulated amortisation</b>	<b>215.9</b>	<b>5,768.3</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,984.2</b>
<b>Net carrying amount as at March 31, 2018</b>	<b>8,345.2</b>	<b>1,992.1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10,337.3</b>

## (i) Software

Intangible Assets (software) includes Internally generated / developed software - Gross Block Rs. 2,058.7 lakhs (Previous year Rs. 1,774.9 lakhs); Net Block Rs. 343.0 lakhs (Previous year Rs. 127.9 lakhs).

## (ii) Leased software

Software includes leased Assets under finance lease where the assets have been fully depreciated as at April 01, 2015

## (iii) Disposal / transfer includes Rs. 45.2 lakhs of goodwill on account of Asset Transfer Agreement with CAARPUS Technology Services Limited has been reclassified to goodwill from business combinations [refer note 35(A)(viii)].

## (iv) Customer Relationship

As part of the purchase price allocation of the business combination with respect to acquisition of Conneqt Business Solutions Limited, Vedang Cellular Services Private Limited, Golden Star Facilities & Services Private Limited, Master Staffing Solutions Private Limited and Identified business of Manipal Integrated Services, has allocated Rs. 27,579.4 lakhs as the value of Customer relationships. The value has been arrived by assessing the fair value of Customer relationships as on the date of acquisition



# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

using Multi period excess earning method ("MEEM") which is a variant of income approach. As per the assessment, the life of Customer relationship is ranging from five years to ten years and will be amortised over such period. The above balance pertains to Qess Group which has been removed as a part of deconsolidation w.e.f. March 1, 2018.

### 6(b) Intangible assets under development

March 31, 2017	1,417.5
<b>March 31, 2018</b>	<b>448.2</b>

Intangible assets under development mainly comprises of website and software development.

### 7 Investments accounted for using equity method

Particulars	March 31, 2018	March 31, 2017
<b>Investment in associates</b>		
<b>Quoted</b>		
71,323,496 (March 31, 2017: Nil) fully paid-up equity shares of par value Rs. 10 each of Qess Corp Limited {Refer note 36(b)(i)}	725,021.1	-
<b>Unquoted</b>		
Nil (March 31, 2017: 245,000) fully paid up equity shares of par value of Rs. 10 each of Terrier Security Services (India) Private Limited	-	7,291.3
Nil (March 31, 2017: 4,068) fully paid up equity shares of par value of Rs. 10 each of Simpliance Technologies Private Limited	-	105.6
980,000 (March 31, 2017: Nil) fully paid up equity shares of par value of Rs. 10 each of TCI Go Vacation India Private Limited	271.2	-
<b>Investment in joint venture</b>		
<b>Unquoted</b>		
Nil (March 31, 2017: 49,000) fully paid up equity shares of par value of 1 RM each of Himmer Industrial Services (M) SDN.BHD	-	1.4
<b>Total</b>	<b>725,292.3</b>	<b>7,398.3</b>
Aggregate amount of quoted investments	725,021.1	-
Aggregate amount of unquoted investments	271.2	7,398.3
Market value of quoted investments	733,740.5	-
Aggregate amount of impairment in the value of investments	-	-

### 8(a) Non-Current Investments

Particulars	March 31, 2018	March 31, 2017
<b>Quoted</b>		
<b>- Fair value through profit and loss</b>		
Equity investments in other companies (fully paid up)	1.7	0.9
<b>Unquoted</b>		
<b>- Fair value through profit and loss</b>		
Equity investments in other companies (fully paid up)	9.6	9.6
<b>- Fair value through OCI</b>		
<b>Investment in equity shares</b>		
Nil (March 31, 2017: 200,000) fully paid up equity shares of par value of Rs. 10 each of KMG Infotech Limited	-	165.5
<b>Other non-current investments</b>		
Investment in StyraCorp Management Services (Refer note 41)	-	132.3
Investment in IME Consultancy (Refer note 41)	-	67.8
Nil (March 31, 2017: 17,453) equity shares of TJSB Bank	-	1.7
<b>Others</b>		
Common Stock of Visa inc. (USD)	10	10
<b>Total</b>	<b>11.3</b>	<b>377.8</b>
Aggregate amount of quoted investments	1.7	0.9
Aggregate amount of unquoted investments	9.6	376.9
Market value of Quoted Investments	1.7	0.9

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 8(b) Current Investments

Particulars	March 31, 2018	March 31, 2017
<b>Quoted</b>		
Fair value through profit and loss		
Investment in mutual funds	13,584.6	13,230.9
<b>Unquoted</b>		
At amortised cost		
Investment in Government Securities	936.5	924.7
<b>Total</b>	<b>14,521.1</b>	<b>14,155.6</b>
Aggregate Amount of quoted investments and market value thereof	13,584.6	13,230.9
Aggregate Amount of unquoted investments	936.5	924.7
Aggregate Amount of impairment in the value of investments	-	-

## 8(c) Trade receivables

Particulars	March 31, 2018	March 31, 2017
Non Current trade receivables	3,730.0	6,899.0
Less : Allowance for doubtful debts	(259.9)	(607.3)
Less : Deferred income	(396.1)	(787.9)
<b>Total</b>	<b>3,074.0</b>	<b>5,503.8</b>
Trade receivables	102,959.3	117,970.6
Less : Allowance for doubtful debts	(10,764.0)	(12,493.2)
Less : Deferred income	(6,452.9)	(5,341.3)
<b>Total</b>	<b>85,742.4</b>	<b>100,136.1</b>
<b>Break up of security details</b>		
Secured, considered good	-	-
Unsecured, considered good	95,665.4	111,769.1
Unsecured, considered doubtful	11,023.9	13,100.5
<b>Total</b>	<b>106,689.3</b>	<b>124,869.6</b>
Less : Allowance for doubtful debts	(11,023.9)	(13,100.5)
Less: Deferred Income	(6,849.0)	(6,129.2)
<b>Total</b>	<b>88,816.4</b>	<b>105,639.9</b>
<b>Current Portion</b>	<b>85,742.4</b>	<b>100,136.1</b>
<b>Non-Current Portion</b>	<b>3,074.0</b>	<b>5,503.8</b>
Trade receivables from related parties included above	169.9	435.6

## 8(d) Cash and cash equivalents

Particulars	March 31, 2018	March 31, 2017
Balances with banks:		
- In current accounts	40,291.4	52,699.8
- Fixed Deposits with original maturity of less than three months *	45,708.5	60,077.6
Balance in EEFC accounts	956.5	173.3
Remittance in Transit (including foreign currencies - Notes and paid documents)	490.2	746.4
Cheques on hand	1,253.8	1,261.0
Cash on hand (including foreign currencies - Notes and paid documents)	3,980.9	5,246.3
<b>Total</b>	<b>92,681.3</b>	<b>120,204.4</b>

\* Includes lien as per terms of contract with Moneygram and with airport authorities Rs. Nil (Previous year Rs. 3.2 lakhs)

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 8(e) Bank balances other than cash and cash equivalents

Particulars	March 31, 2018	March 31, 2017
Fixed deposits with maturity of less than 12 months*	16,548.7	17,668.5
Unclaimed dividend	32.8	28.1
<b>Total</b>	<b>16,581.5</b>	<b>17,696.6</b>

\* Includes lien as per terms of contract with moneygram, western union and with airport authorities Rs. 1,896.7 lakhs (Previous year Rs. 1,256.5 lakhs)

## 8(f) Loans

Particulars	Non-current March 31, 2018	Current March 31, 2018	Non-current March 31, 2017	Current March 31, 2017
<b>Unsecured, considered good</b>				
Loans to employees	-	121.5	96.4	674.3
Others	-	-	-	837.6
<b>Total</b>	<b>-</b>	<b>121.5</b>	<b>96.4</b>	<b>1,511.9</b>

## 8(g) Other financial assets

Particulars	Non-current March 31, 2018	Current March 31, 2018	Non-current March 31, 2017	Current March 31, 2017
Fixed deposits with maturity of more than 12 months*	391.5	-	2,648.3	4.9
Security deposits	3,164.8	6,392.0	4,227.6	6,136.4
Accrued revenue	-	5,949.1	-	42,994.7
Advance to related parties	-	56.6	**	-
Insurance claim receivable	-	111.6	-	217.1
Interest accrued on bank deposits	-	40.5	-	295.7
Interest receivable on trade receivables	-	34.4	-	-
Receivable on sale of fixed assets (Refer Note 38)	597.6	-	527.1	-
Derivative assets - current	-	198.4	-	476.1
Others	-	3,248.1	-	1,337.2
<b>Total</b>	<b>4,153.9</b>	<b>16,030.7</b>	<b>7,403.0</b>	<b>51,462.1</b>

\* Includes lien as per terms of contract with moneygram and with airport authorities Rs. 261.9 lakhs (Previous year Rs. 1,683.9 lakhs)

\*\* Amount is below the rounding off norm adopted by the Group

## 9(a) Other non-current assets

Particulars	March 31, 2018	March 31, 2017
Capital advances	437.0	670.2
Balances with Government authorities	-	299.5
Gratuity fund	185.3	51.6
Prepaid expenses	561.5	815.3
Claim receivables	116.1	-
<b>Total</b>	<b>1,299.9</b>	<b>1,836.6</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 9(b) Other current assets

Particulars	March 31, 2018	March 31, 2017
Advance to Suppliers		
Unsecured considered good	52,148.9	38,721.0
Unsecured considered doubtful	151.8	2,501.0
Less: Allowance for doubtful advances (net)	(151.8)	(2,501.0)
Gratuity fund	-	7.0
Advance to Employees		
Unsecured considered good	731.3	973.6
Unsecured considered doubtful	141.7	77.6
Less: Allowance for doubtful advances (net)	(141.7)	(77.6)
Prepaid expenses	4,539.4	3,722.0
Others	-	66.4
Export Benefit Receivable	1,986.9	821.4
Balances with Government authorities	4,063.1	1,102.8
<b>Total</b>	<b>63,469.6</b>	<b>45,414.2</b>

## 10 Inventories

Particulars	March 31, 2018	March 31, 2017
Food and Beverages	46.7	49.7
Raw material, consumables and other supplies	62.5	414.0
Stores and spares	-	425.3
<b>Total</b>	<b>109.2</b>	<b>889.0</b>

## 11 Non-current tax assets

Particulars	March 31, 2018	March 31, 2017
Non current tax assets (TDS and advance tax)	9,295.0	32,504.9
<b>Total</b>	<b>9,295.0</b>	<b>32,504.9</b>

## 12(a) Share Capital

Particulars	Equity Share capital #	
	Number of shares (In Lakhs)	Amount
Authorised		
<b>As at March 31, 2017</b>	13,350.0	13,350.0
Movement during the year	-	-
<b>As at March 31, 2018</b>	<b>13,350.0</b>	<b>13,350.0</b>

# 1,335,000,000 (Previous year 1,335,000,000) Equity Shares of Rs. 1/- each

### (i) Issued, subscribed and fully paid up capital

Particulars	Equity share capital	
	Number of shares (In Lakhs)	Amount
<b>As at April 01, 2016</b>	<b>3,658.8</b>	<b>3,658.8</b>
Add: Addition on account of stock options allotment	8.8	8.8
<b>As at March 31, 2017</b>	<b>3,667.6</b>	<b>3,667.6</b>
Add: Addition on account of stock options allotment	34.5	34.5
<b>As at March 31, 2018</b>	<b>3,702.1</b>	<b>3,702.1</b>

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### (ii) Terms and rights attached equity shares

The Company has one class of equity shares having a par value of Rs. 1/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution to preference shareholders of all preferential amounts, in proportion to their shareholding.

### Shares reserved for issue under options

Information relating to Thomas Cook India Limited's Employee Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 32.

### (iii) Shares of the company held by the Subsidiaries of the ultimate holding company

Particulars	March 31, 2018		March 31, 2017	
	No of Shares (In Lakhs)	Amount	No of Shares (In Lakhs)	Amount
<b>Equity Shares</b>				
Fairbridge Capital (Mauritius) Limited	2,481.5	2,481.5	2,481.5	2,481.5

### (iv) Shareholding Pattern (Shareholders holding 5% or more shares in the Company)

Particulars	March 31, 2018		March 31, 2017	
	Number of shares (In Lakhs)	% of Holding	Number of shares (In Lakhs)	% of Holding
<b>Equity Shares</b>				
Fairbridge Capital (Mauritius) Limited	2,481.5	67.0%	2,481.5	67.7%
ICICI Prudential Mutual Fund & Groups	242.0	6.5%	289.5	7.9%

### (v) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

Particulars	March 31, 2018	March 31, 2017	31 March 2016	March 31, 2015
Equity shares issued as consideration for acquisition of Subsidiary in financial year 2014-15	-	-	-	48,657,929

## 12(b) Reserves and surplus

Particulars	March 31, 2018	March 31, 2017
Capital Reserve	1,894.7	2,916.8
Capital Redemption Reserve	12,500.0	2,380.9
Debenture Redemption Reserve	2,887.5	2,650.2
Share Option Outstanding Amount	3,544.9	3,507.7
Securities Premium Account	177,973.9	116,845.2
General Reserves	5,502.7	4,516.7
Retained Earnings	658,378.3	15,571.8
Currency Translation Reserve	709.7	526.7
<b>Total</b>	<b>863,391.7</b>	<b>148,916.0</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (i) Capital reserve

Particulars	March 31, 2018	March 31, 2017
Opening Balance	2,916.8	2,916.8
Add/(Less) : Increase/(Decrease) during the year	21.6	-
Less: Decrease due to change in Stake in subsidiary	(1,043.7)	-
<b>Closing balance</b>	<b>1,894.7</b>	<b>2,916.8</b>

## (ii) Capital redemption reserve

Particulars	March 31, 2018	March 31, 2017
Opening Balance	2,380.9	595.2
Add: Transfer from retained earnings	10,119.1	1,785.7
<b>Closing balance</b>	<b>12,500.0</b>	<b>2,380.9</b>

## (iii) Debenture redemption reserve

Particulars	March 31, 2018	March 31, 2017
Opening Balance	2,650.2	2,339.2
Add: Transfer from retained earnings	1,095.2	1,144.3
Less: Decrease due to change in stake in subsidiary	(24.6)	-
Less: Transfer to general reserves	(833.3)	(833.3)
<b>Closing balance</b>	<b>2,887.5</b>	<b>2,650.2</b>

## (iv) Share option outstanding amount

Particulars	March 31, 2018	March 31, 2017
Opening Balance	3,507.7	2,991.5
Add: Charge to options	2,919.5	1,089.8
Less: Transfer to securities premium on exercise of stock options	(2,647.0)	(573.6)
Less: Decrease due to change in stake in subsidiary	(11.8)	-
Less: Transfer to general reserve	(223.5)	-
<b>Closing balance</b>	<b>3,544.9</b>	<b>3,507.7</b>

## (v) Securities premium account

Particulars	March 31, 2018	March 31, 2017
Opening Balance	116,845.2	91,964.3
Add: Addition on account of stock options allotment and IPO proceeds	66,633.6	26,148.4
Add: Transfer from share option outstanding account	2,647.0	573.6
Less: Amount utilised for IPO	-	(1,841.1)
Less: Decrease due to change in stake in subsidiary	(4,841.7)	-
Less: Share issue expense	(3,310.2)	-
<b>Closing balance</b>	<b>177,973.9</b>	<b>116,845.2</b>

## (vi) General reserve

Particulars	March 31, 2018	March 31, 2017
Opening Balance	4,516.7	3,683.4
Add: Transfer from debenture redemption reserve	833.3	833.3
Add: Transfer from share options outstanding reserve upon cancellation	178.7	-
Less: Decrease due to change in stake in subsidiary	(26.0)	-
<b>Closing Balance</b>	<b>5,502.7</b>	<b>4,516.7</b>



# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (vii) Retained earnings

Particulars	March 31, 2018	March 31, 2017
Opening Balance	15,571.8	15,707.4
Share of Net Profit/ (Loss) for the year	596,800.5	4,342.3
Share of Comprehensive Income for the year	254.0	107.2
Dividends including dividend distribution tax	(1,655.6)	(1,655.1)
Depreciation transfer for fixed assets	296.0	-
Less: Decrease due to change in stake in subsidiary	(4,223.3)	-
Transfer to capital redemption reserve	(10,119.1)	(1,785.7)
Transfer to debenture redemption reserve	(1,381.9)	(1,144.3)
Sale of partial stake in subsidiary	62,835.9	-
<b>Closing Balance</b>	<b>658,378.3</b>	<b>15,571.8</b>

## (viii) Other comprehensive income - foreign currency translation reserve

Particulars	March 31, 2018	March 31, 2017
Opening Balance	526.7	849.2
Add/(Less) : Increase/(Decrease) during the year	(169.3)	(322.5)
Less: Decrease due to change in Stake in subsidiary	352.3	-
<b>Closing Balance</b>	<b>709.7</b>	<b>526.7</b>

### Nature and Purpose of Reserves

#### Capital reserve

Any bargain purchase in a business combination in which the fair value of net assets acquired exceeds the aggregate of the fair value of the purchase consideration, such excess is accumulated in equity as capital reserve.

#### Capital Redemption Reserve

The Group had issued Non convertible redeemable preference shares. In order to comply with the requirements of section 69 of The Companies Act, 2013, the group has transferred amounts to Capital Redemption Reserve.

#### Debenture Redemption Reserve

The Group had issued Non Convertible Debentures. In order to comply with the requirements of section 71 of The Companies Act, 2013, the Group has transferred amounts to Debenture Redemption Reserve.

#### Share Option Outstanding Amount

The share option outstanding account is used to recognise the grant date fair value of options issued to employees under the Group's Employees stock option plan.

#### General reserves

General reserve is used to record transfer from debenture redemption reserve. The reserve is utilised in accordance with the provisions of the Companies Act.

#### Securities Premium reserves

Securities premium reserve is used to record the premium on issue of shares and towards allotment of ESOP. The reserve is utilised in accordance with the provisions of the Companies Act 2013.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 13(a) Non-current borrowings

Particulars	March 31, 2018	March 31, 2017
<b>Secured:</b>		
Obligations under finance lease [Refer note (a)]	39.1	2,301.4
8.25% Redeemable non-convertible debentures [Refer note (b)]	-	15,000.0
Term loans from banks [Refer note (c)]	13,908.6	27,775.9
Term loans from others	-	2.1
<b>Unsecured:</b>		
10.52% Redeemable non-convertible debentures [Refer note (b)]	-	3,333.7
9.37% Redeemable non-convertible debentures [Refer note (b)]	6,700.0	10,000.0
8.5% Non convertible redeemable preference shares ("NCRPS") of Rs. 10 each [Refer note (f)]	-	12,500.0
Term loans from banks [Refer note (d)]	2,700.0	3,300.0
Vehicle loans [Refer note (e)]	-	39.2
	<b>23,347.7</b>	<b>74,252.3</b>
Less: Issue Expenses	248.6	488.9
<b>Total</b>	<b>23,099.1</b>	<b>73,763.4</b>

### (a) Nature of security and terms of repayment for secured borrowings

#### Nature of security

Finance lease obligations and vehicle Loan are secured by hypothecation of assets underlying the leases.

#### Terms of repayment

Monthly payment of Equated Monthly Instalments beginning from the month of taking the lease.

### (b) Secured / Unsecured non-convertible debentures:

During the previous year ended March 31, 2017, Quess issued 1,500 redeemable non-convertible debentures at a face value of Rs. 10.0 lakhs each aggregated to Rs. 15,000 lakhs. The proceeds from debentures shall be utilised for Quess's long-term working capital, payment of transaction related expenses related to capital issue and general corporate purpose but shall not be used for any real estate business, equity trading/speculative business. The debentures carry a coupon rate of 8.25% p.a. payable annually and is to be redeemed after 5 years from the date of allotment without any redemption premium. These debentures are secured by way of exclusive charge on all the movable and immovable assets of the Quess.

1,000 Debentures on April 15, 2013 aggregating to Rs. 10,000.0 lakhs of face value of Rs. 10.0 each; carrying a coupon rate of 10.52% p.a., payable annually. These debentures are redeemable equally at the end of the 3rd, 4th and 5th year from the date of allotment. Maturity date of the same is April 15, 2018.

1,000 Debentures of face value Rs. 10.0 each aggregating to Rs. 10,000.0 lakhs were issued and allotted on August 31, 2015; carrying a coupon rate of 9.37% p.a., payable annually. These debentures are redeemable equally at the end of the 3rd, 4th and 5th year from the date of allotment. Maturity date of the same is August 31, 2020.

### (c) Term loan from banks - secured

i) Loan amounting to Rs. 4,950.0 lakhs (net of processing fees) from HDFC Bank Limited is secured by way of hypothecation of movable fixed assets acquired through the term loan at resorts namely Mussoorie, Manali, Darjeeling, Ooty Fern Hill and Kodai Valley View and by way of pledge of immovable properties at Mussoorie and Yercaud and is repayable in 24 equal quarterly installments including a moratorium of 12 months from the date of loan (January 04, 2016). The interest rate has been reduced from 11% p.a. on the total principal amount to 8.5% p.a. on Rs. 2,750.0 lakhs (as on March 31, 2018) and 9.1% p.a. on Rs. 1,416.7 lakhs (as on March 31, 2018) with effect from November 01, 2017. The above change in interest rates is treated as a non-substantial modification of terms of the financial liability and the resultant gain amounting to Rs. 172.5 lakhs is recorded in the statement of profit and loss and adjusted against the loan balance. This will be amortised over the remaining period of the loan. The cash flows as per the revised terms are now discounted using the revised effective interest rate. The loan amount outstanding as at year end is Rs. 3,989.5 lakhs (March 31, 2017: Rs. 4,971.1 lakhs).

ii) Loan amounting to Rs. 2,500.0 lakhs from HDFC Bank Limited is repayable in 44 monthly installments commencing from August 24, 2015 along with an interest rate of base rate + 1.55% per annum. The loan is secured by way of assignment of receivables amounting to Rs. 4,439.3 lakhs with 100% recourse to Sterling. The loan amount outstanding as at year end is Rs. 514.3 lakhs (March 31, 2017: Rs. 1,222.5 lakhs).

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

- iii) Loan amounting to Rs. 700.0 lakhs availed from HDFC Bank Limited was repayable in 44 months commencing from October 25, 2013 along with an interest rate of base rate +3.2% per annum. The loan is secured by way of assignment of receivables amounting to Rs. 1,158.8 lakhs with 100% recourse to Sterling and an equitable mortgage on Yelagiri property. The loan amount outstanding as at year end is Rs. Nil (March 31, 2017: Rs. 17.2 lakhs).
- iv) Loan amounting to Rs. 800.0 lakhs from HDFC Bank is secured by way of (a) An exclusive charge on current assets and movable fixed assets of Sterling (b) A lien on debt mutual funds (liquid plus fund) of Rs. 770.0 lakhs owned by Sterling and is repayable in 24 quarterly instalments including a moratorium of 12 months from the date of loan (January 31, 2017). Interest will be payable at monthly rests at the rate of 10% per annum. The loan amount outstanding as at year end is Rs. 779.2 lakhs (March 31, 2017: Rs. 493.3 lakhs).
- v) Loan amount to Rs. 6.6 lakhs from HDFC Bank is secured by way of hypothecation of underlying vehicles repayable in 48 equated monthly instalments starting from October 2017 along with an interest at the rate of 8.46% per annum. The loan amount outstanding as at year end is Rs. 6.1 lakhs (March 31, 2017: Nil).
- vi) Loan amounting to Rs. 350.0 lakhs from HDFC Bank Limited is repayable in 20 quarterly instalments commencing from February 25, 2018 along with an interest rate of 8.75% linked to 1 year MCLR with annual reset. The loan is secured by way of exclusive charge on the movable fixed assets of sterling financed out of the loan and further secured by extension of existing mortgage at Mussoorie and negative lien on property at Yercaud. The loan amount outstanding as at year end is Rs. 332.5 lakhs (March 31, 2017: Nil).
- vii) Loan amounting to Rs. 105.7 lakhs (net of processing fees) from Yes Bank is secured by way of (a) An exclusive charge on land and building of Durshet and Kundalika owned by Nature Trails Resorts Private Limited (b) An exclusive charge on current assets and movable fixed assets of Nature Trails Resorts Private Limited (c) A letter of Comfort from M/s Sterling Holiday Resorts Limited (Holding Company) and (d) A negative lien on the assets of Nature Trails Resorts Private Limited on which the bank is not creating security and is repayable 32 Quarterly Instalments from the date of loan (March 28, 2018). Interest is payable at monthly rests at the rate of 8.5% per annum. The loan amount outstanding as at year end is Rs. 105.7 lakhs (March 31, 2017: Rs. Nil).
- viii) Loan amounting to Rs. 4.8 lakhs from Mahindra Finance is secured by way of hypothecation of the underlying vehicle and is repayable in 48 equated monthly instalments from the date of the loan (October 31, 2015) along with interest at the rate of 14% per annum. The loan amount outstanding as at year end is Rs. 2.1 lakhs (March 31, 2017: Rs. 3.3 lakhs).
- ix) Loan amounting to Rs. 1,600.0 lakhs taken by Travel Corporation (India) Limited from HDFC Bank is backed / secured by a Corporate Guarantee from the Company. The loan is repayable in 20 equal quarterly instalments beginning from the quarter subsequent to taking the loan (October 2015) along with monthly interest which is base rate + 1%. The loan amount outstanding as at year end is Rs. 1,333.3 lakhs (March 31, 2017: Nil).
- x) During the previous year ended March 31, 2017, Quess has taken term loan from Axis Bank Limited, Hong Kong amounting to Rs. 10,724.9 lakhs. The loan carries interest rate of LIBOR+Margin payable half yearly. The repayment shall be half yearly starting after 12 months from the first utilisation date. The proceeds from the loan have been utilised for acquisition of Comtel Solutions Pte Ltd.
- xi) Bank Loan amounting to Rs. Nil (March 31, 2017: Rs. 1,620.0 lakhs) lakhs is Secured by way of pledge of 7,300,000 shares of Brainhunter Systems Limited held by Quess Corp (USA) Inc. and corporate guarantee given by Quess Corp Limited and is repayable in 12 quarterly instalments, first instalment starting from December 1, 2016.
- xii) Bank Loan amounting to Rs. Nil (March 31, 2017: Rs. 114.0 lakhs) Secured by way of paripassu first charge on the current assets and movable fixed assets of Inticore VJP Advance Solutions Private Limited and is repayable in 33 monthly instalments, first instalment starting from February 23, 2017.
- xiii) Rs.11,128.7 lakhs (HKD 1,340 lakhs) outstanding as at March 31, 2018 pertains to loan availed by Travel Circle International Limited from SBI Hong Kong in the previous years and backed by a charge on current assets of Travel Circle International Limited. The same is repayable in 13 equal six monthly instalments of HKD 140 and last instalment of HKD 180 beginning from May 06, 2016 along with six-monthly interest which is 6M HIBOR + 2.5%.

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### (d) Term loans from banks - unsecured

- i) Rs 4,500.0 lakhs pertains to loan availed by Travel Corporation (India) Limited and backed by Corporate Guarantee from the Company and a Negative Lien over commercial property located at Marathon, Lower Parel jointly owned by the Company and its subsidiary Travel Corporation (India) Limited. The same is Repayable in 20 equal quarterly instalments beginning from the quarter subsequent to taking the loan (October 2015) along with monthly interest which is base rate + 1%. The loan amount outstanding as at year end is Rs. Nil (March 31, 2017 Rs. 4,500.0 lakhs).
- ii) Loan amounting to Rs. 5,400 lakhs availed by SOTC Travel Limited from HDFC Bank Ltd is repayable in 36 monthly instalments commencing from July 01, 2017. This loan carries interest at the bank's 6 months MCLR rate which is currently 7.95%, computed at monthly rest on the actual amount utilised. The loan amount outstanding as at March 31, 2018 is Rs. 4,500 lakhs (March 31, 2017: Nil).

### (e) Vehicle Loans

Qess has availed vehicle loan at interest rate ranging from 11.98% to 14.28%. Year of maturity for these loans range from 2018 to 2019.

### (f) Non-convertible Cumulative Redeemable Preference Shares (NCCRPS)

In the previous year, 125,000,000 NCCRPS of Rs. 10 each were allotted on December 1, 2015 (due for redemption on December 1, 2022 at par) to HWIC Asia Fund, which is ultimately held by Fairfax Financial Holdings Limited, Canada (the ultimate promoter) at face value. The NCCRPS are entitled to a dividend of 8.5% per annum. The Company has proposed to the Reserve Bank of India, that the Promoter will not divest any of its shareholdings in the Company (except inter-se transfers) till such time the NCCRPS is not redeemed. During the year, the Company has redeemed these NCCRPS.

## 13(b) Current borrowings

Particulars	March 31, 2018	March 31, 2017
<b>Secured</b>		
Bank overdrafts [Refer note (a)]	967.5	1,753.0
Cash credit and overdraft facilities [Refer note (b)]	-	16,825.4
Bill discounting facility from bank [Refer note (c)]	-	2,540.2
Working capital loan [Refer note (d)]	1,000.0	26,792.5
<b>Unsecured</b>		
Bank Overdrafts	1,740.3	5,937.0
Loans from banks [Refer note (e)]	2,933.1	-
From Fairfax (US), Inc. [Refer note (f)]	-	2,594.0
From Fairfax Financial Holdings Limited [Refer note (f)]	-	496.9
<b>Total</b>	<b>6,640.9</b>	<b>56,939.0</b>

### a) Secured Bank Overdraft

- i) Short term borrowing of Rs. 918.3 lakhs (March 31, 2017: Rs. 1,703.8 lakhs) from Kotak Mahindra Bank with an interest rate of 10.2% is secured by first and exclusive charge on immovable property being land situated at Wayanad, Kerala and further secured by first and exclusive hypothecation charge on all existing and future inventory and receivables relating to Resorts.
- ii) Short term borrowing of Rs. 49.2 lakhs (March 31, 2017: Rs. 49.1 lakhs) from HDFC bank is secured by way of (a) an exclusive charge on current assets and movable fixed assets of Sterling (b) a lien on debt mutual funds (liquid plus fund) of Rs. 770.0 lakhs owned by Sterling Holiday Resorts Limited.

### b) Cash credit and overdraft facilities

Cash credit from banks are secured primarily by way of exclusive charge on the current assets of Qess with a carrying amount of Rs. 111,390.3 lakhs as at March 31, 2017 and on the movable assets of Qess with a carrying amount of Rs. 61,514.2 lakhs as at March 31, 2017.

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

c) Bill discounting facility from bank

Credit availed on bills discounted from banks are secured primarily by way of pari passu first charge on the current assets of Qess with a carrying amount of Rs. 105,482.4 lakhs as at March 31, 2017 and additionally by way of pari passu first charge on the movable assets of Qess with a carrying amount of Rs. 58,153.6 lakhs as at March 31, 2017.

d) Working capital loan

Short-term borrowing of Rs. 1,000.0 lakhs (March 31, 2017: Nil) from HDFC Bank with an interest rate of 8.75% p.a. is secured by charge on current and movable fixed assets and further secured by extension of collateral property at Mussoorie and negative lien on property located at Yercaud.

e) Loans from banks

Desert Adventures Tourism LLC has availed a short-term loan of USD 6.5 million from IndusInd Bank and backed by a Corporate Guarantee from the Company. The loan carries interest rate of 3m LIBOR + 250 bps, payable on a quarterly basis. The loan amount outstanding as at March 31, 2018 is Rs. 2,933.1 lakhs (USD 4.5 million) (March 31, 2017: Nil).

f) MFXchange US, Inc.- a subsidiary of Qess and Step down subsidiary of the Company had entered into an arrangement with Fairfax (US) Inc. to obtain a revolving credit facility upto Rs. 3,312.7 lakhs (USD 50 Lakhs) as at March 31, 2017 which carries an interest rate of 3% - 5% per annum on incremental basis each year upto November 03, 2018.

This represents interest free unsecured loan taken by Brainhunter Systems Limited a subsidiary of Qess and Step down subsidiary of the Company from Fairfax Financial Holdings Limited (March 31, 2017: Rs. 496.9 lakhs (CAD 10.2 Lakhs)). The loan is repayable on demand.

### 13(c) Other financial liabilities

Particulars	March 31, 2018		March 31, 2017	
	Non-Current	Current	Non-Current	Current
Current maturities of long term borrowings (Refer note 13(a) above)	-	12,716.8	-	8,245.2
Current maturities of finance lease obligations (Refer note 13(a) above)	-	14.1	-	1,427.9
Deposits received from vendor	-	2,965.3	215.4	2,985.8
Unpaid dividend	-	32.8	-	28.1
Interest accrued	-	1,260.4	-	2,307.1
Liabilities against expense	12.3	14,216.9	-	1,179.5
Liabilities against fixed assets	59.6	1,790.2	70.2	1,048.1
Forward contract	-	240.2	14,041.2	1,498.3
Consideration payable for acquisition of business	-	-	-	1,507.9
Contingent consideration payable for acquisition of business (Refer note 48)	610.8	-	2,715.8	431.3
Contingent liabilities recognised on business combination	-	3,283.0	-	3,283.0
Book overdraft	-	161.9	-	34.2
Others	163.2	1,330.7	165.2	496.2
<b>Total</b>	<b>845.9</b>	<b>38,012.3</b>	<b>17,207.8</b>	<b>24,472.6</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 13(d) Trade payables

Particulars	March 31, 2018	March 31, 2017
Dues of micro enterprises and small enterprises	8.4	1.6
Dues of creditors other than micro enterprises and small enterprises		
- Acceptances	-	-
- Other *	148,393.1	123,045.1
<b>Total</b>	<b>148,401.5</b>	<b>123,046.7</b>

\* Includes:

- Book Overdrafts aggregating to Rs. 1,190.1 lakhs (Previous year Rs. 2,481.5 lakhs).

- Rs. 34,405.6 lakhs secured by bank guarantee of USD 17,100,000 (Rs. 11,144.9 lakhs), Previous year Rs. 36,278.2 lakhs secured by bank guarantee of USD 17,100,000 (Rs. 11,089.3 lakhs)

## 14 Provisions

Particulars	March 31, 2018			March 31, 2017		
	Non-Current	Current	Total	Non-Current	Current	Total
Rent equalisation reserve	44.7	22.5	67.2	88.9	96.8	185.7
Provision for taxes	-	-	-	-	14,555.0	14,555.0
Provision for fringe benefit tax	-	74.4	74.4	-	74.4	74.4
Provision for stamp duty *	-	2,139.2	2,139.2	-	2,139.2	2,139.2
Provision for litigation and disputes	99.7	60.0	159.7	789.3	377.8	1,167.1
Provision for expenses	-	738.3	738.3	-	769.3	769.3
<b>Total</b>	<b>144.4</b>	<b>3,034.4</b>	<b>3,178.8</b>	<b>878.2</b>	<b>18,012.5</b>	<b>18,890.7</b>

\* Pursuant to the Composite scheme of arrangement and amalgamation, the immovable properties of the demerged undertaking (Timeshare & Resorts business) is being transferred within the Group. On the basis of legal opinion, the Group has made a provision amounting to Rs. 2,139.2 lakhs for the stamp duty liability that may arise.

### (i) Movement in provisions

Particulars	Rent equalisation reserve	Provision for taxes	Provision for fringe benefit tax	Provision for stamp duty	Provision for litigation and disputes	Provision for expenses
As at April 01, 2016	1,011.8	-	74.4	2,139.2	1,437.7	-
Increase /(decrease) during the year	(826.1)	14,555.0	-	-	(270.6)	769.3
As at April 01, 2017	185.7	14,555.0	74.4	2,139.2	1,167.1	769.3
Increase /(decrease) during the year	(118.5)	(14,555.0)	-	-	(1,007.4)	(31.0)
As at March 31, 2018	67.2	-	74.4	2,139.2	159.7	738.3

## 15 Employee benefit obligations

Particulars	March 31, 2018			March 31, 2017		
	Non-Current	Current	Total	Non-Current	Current	Total
Compensated absences	217.5	1,001.5	1,219.0	134.9	1,088.3	1,223.2
Gratuities & other retirement benefit obligations	2,124.2	283.3	2,407.5	2,477.8	2,511.6	4,989.4
Employee benefits payable	-	3,628.2	3,628.2	-	28,075.0	28,075.0
<b>Total</b>	<b>2,341.7</b>	<b>4,913.0</b>	<b>7,254.7</b>	<b>2,612.7</b>	<b>31,674.9</b>	<b>34,287.6</b>

Particulars	March 31, 2018	March 31, 2017
Advance to gratuity fund: Non-current	185.3	51.6
Advance to gratuity fund: Current	-	7.0



# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (I) Employee benefit obligations (Foreign subsidiaries)

Particulars	March 31, 2018			March 31, 2017		
	Non-Current	Current	Total	Non-Current	Current	Total
Compensated absences	74.2	478.2	552.4	-	-	-
Gratuities & other retirement benefit obligations	1,090.5	-	1,090.5	172.8	-	172.8
Employee benefits payable	-	400.4	400.4	-	130.1	130.1
<b>Total</b>	<b>1,164.7</b>	<b>878.6</b>	<b>2,043.3</b>	<b>172.8</b>	<b>130.1</b>	<b>302.9</b>

Particulars	March 31, 2018	March 31, 2017
Advance to gratuity fund: Non-current	172.6	-
Advance to gratuity fund: Current	-	-

### (i) Post employment obligations

The company makes contributions to a defined benefit retirement plan which covers 9% of the company's employees and provides pension benefits for employees upon retirement. The plan is administered by an independent trustee with its assets held separately from those of the company.

### (ii) Defined contribution Plans

The Group also has certain defined contribution plans. Contributions are made to various employee-related social security funds/schemes as applicable in respective countries. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation.

The expense recognised during the year towards defined contribution plan is Rs. 724.3 lakhs (Previous year Rs. 265.0 lakhs) in the consolidated statement of profit and loss for the year ended March 31, 2018 under defined contribution plan.

### Balance Sheet amounts - Gratuities and other retirement benefits

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>Balance as on April 01, 2016</b>	<b>2,208.6</b>	<b>1,864.4</b>	<b>344.2</b>
Additions through Business Combinations	-	-	-
<b>Amounts recognised in statement of profit and loss:</b>			
Current service cost	70.8	-	70.8
Past Service Cost	-	-	-
Interest expense/(income)	30.0	23.9	6.1
Administrative Expense	-	(13.4)	13.4
<b>Total amount recognised in statement of profit and loss</b>	<b>100.8</b>	<b>10.5</b>	<b>90.3</b>
<b>Amounts recognised in other comprehensive income:</b>			
<b>Remeasurements</b>			
(Deficit)/Return on plan assets, excluding amount included in interest expense/(income)	116.2	188.6	(72.4)
(Gain)/loss from change in demographic assumptions	(7.0)	-	(7.0)
(Gain)/loss from change in financial assumptions	(157.6)	-	(157.6)
Experience (gains)/losses	(3.8)	-	(3.8)
Foreign currency translation reserve	(10.2)	(29.4)	19.2
<b>Total amount recognised in other comprehensive income</b>	<b>(62.5)</b>	<b>159.1</b>	<b>(221.6)</b>
Employer contributions	25.0	64.5	(39.5)
Benefit payments	(0.6)	-	(0.6)
<b>Balance as on March 31, 2017</b>	<b>2,271.4</b>	<b>2,098.6</b>	<b>172.8</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>Balance as on April 01, 2017</b>	<b>2,271.4</b>	<b>2,098.6</b>	<b>172.8</b>
Additions through Business Combinations	862.5	-	862.5
<b>Amounts recognised in statement of profit and loss:</b>			
Current service cost	227.7	-	227.7
Interest expense/(income)	43.0	32.6	10.4
Administrative expenses	-	(15.7)	15.7
<b>Total amount recognised in statement of profit and loss</b>	<b>270.7</b>	<b>16.9</b>	<b>253.8</b>
<b>Amounts recognised in other comprehensive income:</b>			
<b>Remeasurements</b>			
Return on plan assets, excluding amount included in interest expense/(income)	(116.4)	230.4	(346.7)
(Gain)/loss from change in demographic assumptions	8.3	-	8.3
(Gain)/loss from change in financial assumptions	(0.6)	-	(0.6)
Experience (gains)/losses	13.0	-	13.0
Foreign currency translation reserve	(0.9)	(8.1)	7.1
<b>Total amount recognised in other comprehensive income</b>	<b>(96.7)</b>	<b>222.3</b>	<b>(319.0)</b>
Employer contributions	20.3	72.6	(52.2)
Benefit payments	-	-	-
<b>Balance as on March 31, 2018</b>	<b>3,328.3</b>	<b>2,410.4</b>	<b>917.9</b>

The net liability disclosed above relates to funded and unfunded plans as follows:

Particulars	March 31, 2018	March 31, 2017
Present value of funded obligations	2,237.8	2,222.4
Fair value of plan assets	2,410.4	2,098.6
<b>Deficit of funded plan</b>	<b>(172.6)</b>	<b>123.8</b>
Unfunded plans	1,090.5	49.0
<b>Deficit of gratuity plan</b>	<b>917.9</b>	<b>172.8</b>

## Significant estimates: Actuarial assumptions and sensitivity for gratuity

The significant actuarial assumptions were as follows:

Particulars	March 31, 2018	March 31, 2017
<b>Discount rate:</b>		
- Chinese Subsidiary (Travel Circle International Limited)	1.79%	1.48%
- Lankan Subsidiaries (TC Lanka (Private) Limited & Luxe Asia Private Limited)	10.50%	11.50%
- Mauritius Subsidiaries (Thomas Cook (Mauritius) Operations Company Limited & Thomas Cook (Mauritius) Holidays Limited)	5.50%	6.50%
<b>Salary growth rate:</b>		
- Chinese Subsidiary (Travel Circle International Limited)	3.00%	3.00%
- Lankan Subsidiaries (TC Lanka (Private) Limited & Luxe Asia Private Limited)	10.00%	10% - 12%
- Mauritius Subsidiaries (Thomas Cook (Mauritius) Operations Company Limited & Thomas Cook (Mauritius) Holidays Limited)	4.00%	5.00%

## Sensitivity analysis for significant foreign components

The gratuities and retirement obligations are lump sum plans and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation of each significant foreign components at the end of the reporting period arising on account of an increase or decrease in the reported key actuarial assumptions for such components.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Change in assumptions of respective significant foreign component	Impact on defined benefit obligation of respective significant Foreign component	
		Increase in assumptions	Decrease in assumptions
	March 31, 2018	March 31, 2018	March 31, 2018
<b>Chinese Subsidiary (Travel Circle International Limited)</b>			
Discount rate [1.79% on March 31, 2018]	25 Basis Points	-2.0%	1.5%
Salary growth rate [3% on March 31, 2018]	25 Basis Points	3.3%	-2.8%
<b>Mauritius Subsidiaries (Thomas Cook (Mauritius) Operations Company Limited &amp; Thomas Cook (Mauritius) Holidays Limited)</b>			
Discount rate [5.5% on March 31, 2018]	100 Basis Points	-6.70% to -7.37%	6.78% to 6.93%
Salary growth rate [4% on March 31, 2018]	100 Basis Points	5.60% to 6.07%	-5.63% to -5.68%

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

The major categories of plans assets for gratuities & other retirement benefit plans are as follows:

Particulars	March 31, 2018				March 31, 2017			
	Quoted	Unquoted	Total	In %	Quoted	Unquoted	Total	In %
Equity securities	1,685.6	-	1,685.6	69.93%	1,490.0	-	1,490.0	71.00%
Fixed income / cash	-	649.8	649.8	26.96%	-	545.6	545.6	26.00%
Alternatives	-	75.0	75.0	3.11%	-	63.0	63.0	3.00%
	<b>1,685.6</b>	<b>724.8</b>	<b>2,410.4</b>	<b>100.00%</b>	<b>1,490.0</b>	<b>608.6</b>	<b>2,098.6</b>	<b>100.00%</b>

## Risk Exposure for gratuity & other retirement benefit plans

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are detailed below:

- Asset volatility- The plan liabilities are calculated using a discount rate set with reference to bond yields, if the plan assets underperform this yield, this will create a deficit. Further any decrease in the bond yields will increase the plan liabilities. The plan assets investments are in unquoted securities which are subject to interest rate risks and the fund manages the interest rate risks to an acceptable low level.
- Salary growth & Demographic assumptions- The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lumpsum in nature the plan is not subject to any longevity risks.

## Defined benefit liability and employer contributions for gratuities & other retirement benefit plans:

The group has agreed that it will aim to eliminate the deficit in defined benefit pension and gratuity plan over the next nine years. Funding levels are monitored on an annual basis. The group considers that the contribution rates set at the last valuation date are sufficient to eliminate the deficit over the agreed period and that regular contributions, which are based on service costs, will not increase significantly.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (II) Employee benefit obligations (Indian subsidiaries)

Particulars	March 31, 2018			March 31, 2017		
	Non-Current	Current	Total	Non-Current	Current	Total
Compensated absences	143.3	523.2	666.5	134.9	1,088.3	1,223.2
Gratuity	1,033.7	283.3	1,317.0	2,305.0	2,511.6	4,816.6
Employee benefits payable	-	3,227.8	3,227.8	-	27,944.9	27,944.9
<b>Total</b>	<b>1,177.0</b>	<b>4,034.3</b>	<b>5,211.3</b>	<b>2,439.9</b>	<b>31,544.8</b>	<b>33,984.7</b>

Particulars	March 31, 2018	March 31, 2017
Advance to gratuity fund: Non-current	12.7	51.6
Advance to gratuity fund: Current	-	7.0

### (i) Leave obligations - Compensated absences:

The leave obligations cover the company's liability for sick and earned leave. Based on past experience, the group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is expected to be taken or paid within the next 12 months.

Particulars	March 31, 2018	March 31, 2017
Current leave obligations expected to be settled within next 12 months	523.2	1,088.3

### (ii) Post employment obligations

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the group makes contributions to recognised funds in India. The group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

Some of the entities in the group have Defined Benefit Plan for other long-term Employee Benefits in the form of Provident Fund. Provident Fund contributions are made to a Trust administered by the Holding Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. Any short fall / excess based on an independent actuarial valuation is accounted for in the Statement of Profit and Loss in the relevant year.

### (iii) Defined contribution Plans

The Group, other than entities mentioned above, has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The Group also makes contributions towards Employee's Pension Scheme, Employee's State Insurance, Labour Welfare Fund, Superannuation, National Pension Scheme and other defined contribution plans. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation.

The expense recognised during the year towards defined contribution plan is Rs. 37,724.4 lakhs (Previous Year Rs. 25,905.1 lakhs) in the Consolidated Statement of Profit and Loss for the year ended March 31, 2018 under defined contribution plan.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## Balance Sheet amounts - Gratuity

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>Balance as on April 01, 2016</b>	<b>5,757.9</b>	<b>2,997.1</b>	<b>2,760.8</b>
Additions through Business Combinations	1,408.1	569.8	838.3
<b>Amounts recognised in statement of profit and loss:</b>			
Current service cost	1,402.7	-	1,402.7
Past Service Cost	-	-	-
Interest expense/(income)	460.1	255.3	204.8
<b>Total amount recognised in statement of profit and loss</b>	<b>1,862.8</b>	<b>255.3</b>	<b>1,607.5</b>
<b>Amounts recognised in other comprehensive income:</b>			
<b>Remeasurements</b>			
(Deficit)/Return on plan assets, excluding amount included in interest expense/(income)	-	8.0	(8.0)
(Gain)/loss from change in demographic assumptions	37.4	(26.6)	64.0
(Gain)/loss from change in financial assumptions	161.8	-	161.8
Experience (gains)/losses	200.1	4.7	195.4
<b>Total amount recognised in other comprehensive income</b>	<b>399.3</b>	<b>(13.9)</b>	<b>413.2</b>
Employer contributions	(9.8)	750.2	(760.0)
Benefit payments	(595.1)	(493.4)	(101.7)
<b>Balance as on March 31, 2017</b>	<b>8,823.2</b>	<b>4,065.1</b>	<b>4,758.1</b>

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>Balance as on April 01, 2017</b>	<b>8,823.2</b>	<b>4,065.1</b>	<b>4,758.1</b>
Additions through Business Combinations	1,841.0	652.5	1,188.5
<b>Amounts recognised in statement of profit and loss:</b>			
Current service cost	1,919.8	-	1,919.8
Past Service Cost	27.4	-	27.4
Interest expense/(income)	438.6	128.5	310.1
<b>Total amount recognised in statement of profit and loss</b>	<b>2,385.8</b>	<b>128.5</b>	<b>2,257.3</b>
<b>Amounts recognised in other comprehensive income:</b>			
<b>Remeasurements</b>			
Return on plan assets, excluding amount included in interest expense/(income)	2.0	56.8	(54.8)
(Gain)/loss from change in demographic assumptions	169.7	-	169.7
(Gain)/loss from change in financial assumptions	(141.0)	-	(141.0)
Effect of Asset Ceiling	-	26.6	(26.6)
Experience (gains)/losses	279.6	(13.7)	293.3
<b>Total amount recognised in other comprehensive income</b>	<b>310.3</b>	<b>69.7</b>	<b>240.6</b>
<b>Employer contributions</b>	<b>(15.4)</b>	<b>1,179.8</b>	<b>(1,195.2)</b>
Benefit payments	(917.1)	(893.8)	(23.3)
Reduction due to business combinations	(8,651.4)	(2,729.7)	(5,921.7)
<b>Balance as on March 31, 2018</b>	<b>3,776.4</b>	<b>2,472.1</b>	<b>1,304.3</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

The net liability disclosed above relates to funded and unfunded plans are as follows:

Particulars	March 31, 2018	March 31, 2017
Present value of funded obligations	3,511.8	8,633.7
Fair value of plan assets	2,472.1	4,065.1
<b>Deficit of funded plan</b>	<b>1,039.7</b>	<b>4,568.6</b>
Unfunded plans	264.6	189.5
<b>Deficit of gratuity plan</b>	<b>1,304.3</b>	<b>4,758.1</b>

## Significant estimates: Actuarial assumptions and sensitivity for gratuity

The significant actuarial assumptions were as follows:

Particulars	March 31, 2018	March 31, 2017
Discount Rate	6% - 7.8%	6.36% - 7.31%
Salary growth rate - Qess & Subsidiaries	6% - 12%	5.67% - 12%
Salary growth rate - Others	5% - 7%	5% - 7%

## Sensitivity analysis for Significant Indian Components:

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation of each significant Indian component at the end of the reporting period arising on account of an increase or decrease in the reported key actuarial assumptions for such components.

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Change in assumptions of each significant Indian component		Impact on defined benefit obligation of respective significant Indian component			
			Increase in assumptions		Decrease in assumptions	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Thomas Cook (India) Limited - Discount rate	50 basis point	50 basis point	-2.19%	-4.30%	2.29%	4.64%
Thomas Cook (India) Limited - Salary growth rate	50 basis point	50 basis point	2.30%	4.67%	-2.22%	-4.36%
Sterling Holiday Resorts Limited & its subsidiaries - Discount rate	100 basis points	100 basis points	-10.18%	-13.64%	10.81%	14.42%
Sterling Holiday Resorts Limited & its subsidiaries - Salary growth rate	100 basis points	100 basis points	8.08%	10.04%	-7.91%	-9.83%
SOTC Travel Limited - Discount rate	100 basis points	100 basis points	-7.16%	-15.30%	8.18%	8.60%
SOTC Travel Limited - Salary growth rate	100 basis points	100 basis points	6.82%	6.15%	-6.29%	-13.84%
Travel Corporation India Limited - Discount rate	50 basis point	50 basis point	-9.20%	-3.68%	8.78%	3.93%
Travel Corporation India Limited - Salary growth rate	50 basis point	50 basis point	9.28%	3.96%	-8.94%	3.73%
Qess Corp Limited & its subsidiaries - Discount rate	100 basis points	100 basis points	-	-1.23%	-	9.02%
Qess Corp Limited & its subsidiaries - Salary growth rate	100 basis points	100 basis points	-	8.39%	-	-0.70%

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

The major categories of plans assets for gratuity are as follows:

Particulars	March 31, 2018				March 31, 2017			
	Quoted	Unquoted	Total	In %	Quoted	Unquoted	Total	In %
Insurer managed funds	-	2,472.1	2,472.1	100.0%	-	4,065.1	4,065.1	100.0%

## Risk Exposure for gratuity

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are detailed below :

- Asset volatility- The plan liabilities are calculated using a discount rate set with reference to bond yields, if the plan assets under perform this yield, this will create a deficit. Further any decrease in the bond yields will increase the plan liabilities. The plan assets investments are in unquoted securities which are subject to interest rate risks and the fund manages the interest rate risks to an acceptable low level.
- Salary growth & demographic assumptions- The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lumpsum in nature the plan is not subject to any longevity risks.

## Defined benefit liability and employer contributions for gratuity

The group has agreed that it will aim to eliminate the deficit in defined benefit pension and gratuity plan over the next nine years. Funding levels are monitored on an annual basis and the current agreed contribution rate is 12% of the basic salaries in India. The group considers that the contribution rates set at the last valuation date are sufficient to eliminate the deficit over the agreed period and that regular contributions, which are based on service costs, will not increase significantly. Expected contribution to post employment benefit plans for the year ending March 31, 2019 is Rs. 691.0 lakhs. The weighted average duration of the defined benefit obligation is 4.45 - 5.73 years (previous year 3 - 11.7 years).

## Balance Sheet amounts - Provident fund

The amounts recognised in the balance sheet and the movements in provident fund over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>Balance as on April 01, 2016</b>	<b>7,926.0</b>	<b>7,926.0</b>	<b>-</b>
Current service cost	368.4	1.9	366.5
Interest expense/(income)	626.0	626.0	-
<b>Total amount recognised in statement of profit and loss</b>	<b>994.4</b>	<b>627.9</b>	<b>366.5</b>
Remeasurements			
Experience (gains)/losses	102.6	102.6	-
<b>Total amount recognised in other comprehensive income</b>	<b>102.6</b>	<b>102.6</b>	<b>-</b>
Employees contributions	670.7	670.7	-
Employer contributions	-	366.5	(366.5)
Liabilities assumed/(settled)	124.0	124.0	-
Benefit payments	(638.2)	(638.2)	-
<b>Balance as on March 31, 2017</b>	<b>9,179.6</b>	<b>9,179.6</b>	<b>-</b>



# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
<b>Balance as on April 01, 2017</b>	<b>9,179.6</b>	<b>9,179.6</b>	<b>-</b>
Current service cost	376.4	-	376.4
Interest expense/(income)	657.6	657.6	-
<b>Total amount recognised in statement of profit and loss</b>	<b>1,034.0</b>	<b>657.6</b>	<b>376.4</b>
Remeasurements			
Experience (gains)/losses	155.1	155.1	-
<b>Total amount recognised in other comprehensive income</b>	<b>155.1</b>	<b>155.1</b>	<b>-</b>
Employees contributions	687.0	687.0	-
Employer contributions	-	376.4	(376.4)
Liabilities assumed/(settled)	41.6	41.6	-
Benefit payments	(718.3)	(718.3)	-
<b>Balance as on March 31, 2018</b>	<b>10,379.0</b>	<b>10,379.0</b>	<b>-</b>

The net liability disclosed above relates to funded and unfunded plans as follows:

Particulars	March 31, 2018	March 31, 2017
Present value of funded obligations	10,379.0	9,179.6
Fair value of plan assets	10,379.0	9,179.6
<b>Deficit of funded plan</b>	<b>-</b>	<b>-</b>
Unfunded plans	-	-
<b>Deficit of provident fund plan</b>	<b>-</b>	<b>-</b>

## Significant estimates: Actuarial assumptions and sensitivity for provident fund

The significant actuarial assumptions were as follows:

Particulars	March 31, 2018	March 31, 2017
Discount rate	7.35%	7.15%
Salary growth rate	8.65% - 8.82%	6.00%

## Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Change in assumptions		Impact on defined benefit obligation			
	March 31, 2018	March 31, 2017	Increase in assumptions		Decrease in assumptions	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Difference between rate earned & guaranteed rate	100 basis point	100 basis point	0.18%	0.39%	-	-

## Major categories of plans assets for provident fund are as follows:

Particulars	March 31, 2018				March 31, 2017			
	Quoted	Unquoted	Total	In %	Quoted	Unquoted	Total	In %
Equities & Related Investments	352.8	-	352.8	3.40%	223.8	-	223.8	2.44%
Government of India Securities	4,254.0	-	4,254.0	40.98%	3,618.1	-	3,618.1	39.41%
Other Debt Instruments	4,382.8	730.4	5,113.2	49.27%	4,702.9	-	4,702.9	51.24%
Others	-	359.3	359.3	3.46%	-	327.2	327.2	3.56%
Investment in Provident Fund	-	299.7	299.7	2.89%	-	307.6	307.6	3.35%
<b>Total</b>	<b>8,989.6</b>	<b>1,389.4</b>	<b>10,379.0</b>	<b>100.00%</b>	<b>8,544.8</b>	<b>634.8</b>	<b>9,179.6</b>	<b>100.00%</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## Risk Exposure for provident fund

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility- The plan liabilities are calculated using a discount rate set with reference to bond yields, if the plan assets under perform this yield, this will create a deficit. Further any decrease in the bond yields will increase the plan liabilities.

## 16 Deferred tax assets/ (liabilities)

### (a) Deferred tax asset

The balance comprises of temporary differences attributable to:

Particulars	March 31, 2018	March 31, 2017
<b>Deferred tax assets</b>		
On provisions allowable for tax purpose when paid	1,220.8	2,153.6
On provision for doubtful debts and advances	1,385.2	3,410.7
On rent escalation	19.0	41.7
On Unabsorbed Business losses	1,377.0	676.4
On Unused tax credit	11,553.4	2,475.4
On Others	56.1	818.4
<b>Less: Deferred tax liabilities</b>		
On Fiscal Allowances on Fixed Assets	1,182.4	1,891.5
On NCD Issue Expenses	10.7	19.1
On Derivatives	-	48.4
On Customer relationship	-	2,081.0
On Goodwill	-	2,392.3
<b>Net deferred tax assets</b>	<b>14,418.4</b>	<b>3,143.9</b>

### (b) Deferred tax liabilities

Particulars	March 31, 2018	March 31, 2017
<b>Deferred tax liabilities</b>		
On Fiscal Allowances on Fixed Assets	380.7	37.3
On Undistributed Profit	8,641.2	12,003.8
On account of land valuation	116.7	116.7
On account of brand valuation	2,009.5	2,001.4
<b>Less: Deferred tax assets</b>		
On provisions allowable for tax purpose when paid	95.5	4.8
On Provision for Doubtful Debts and Advances	252.3	-
On Unabsorbed Business Losses	6.8	19.2
Others	8.2	-
<b>Net deferred tax liabilities</b>	<b>10,785.3</b>	<b>14,135.2</b>

### Movement in deferred tax assets / (liabilities), Net

Particulars	On fiscal allowances on fixed assets	On provisions allowable for tax purpose when paid	On provision for doubtful debts and advances	On unabsorbed business losses	On undistributed profit	On brand valuation	On customer relationship	On unused tax credit	On goodwill	Other items	Total
As at April 01, 2016 (charged)/credited	(1,485.7)	3,372.4	2,742.3	177.1	(8,776.7)	(2,024.2)	-	92.5	-	161.5	(5,740.8)
-to profit or loss	499.5	(1,242.4)	658.0	537.0	(3,227.1)	22.8	(2,081.0)	2,382.9	(2,392.3)	140.1	(4,702.5)
-to other comprehensive income	-	125.3	-	-	-	-	-	-	-	-	125.3
On account of acquisition	(942.6)	(96.9)	10.4	(18.5)	-	-	-	-	-	374.3	(673.3)

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	On fiscal allowances on fixed assets	On provisions allowable for tax purpose when paid	On provision for doubtful debts and advances	On unabsorbed business losses	On undistributed profit	On brand valuation	On customer relationship	On unused tax credit	On goodwill	Other items	Total
As at March 31, 2017 (charged)/credited	(1,928.8)	2,158.4	3,410.7	695.6	(12,003.8)	(2,001.4)	(2,081.0)	2,475.4	(2,392.3)	675.9	(10,991.3)
-to profit or loss	140.6	(42.0)	(431.9)	(390.4)	3,343.7	(8.1)	1,491.3	15,022.3	(2,945.1)	9,395.6	25,576.0
-to other comprehensive income	-	196.8	-	-	18.9	-	-	-	-	-	215.7
On account of FCTR	(72.9)	155.2	33.1	33.5	-	-	-	(258.9)	-	52.1	(57.9)
On account of deconsolidation of subsidiary	894.1	(1,338.8)	(1,646.3)	-	-	-	589.7	(5,685.4)	5,337.4	(10,169.0)	(12,018.3)
On account of acquisition	(596.1)	186.7	271.9	1,045.1	-	-	-	-	-	1.3	908.9
As at March 31, 2018	(1,563.1)	1,316.3	1,637.5	1,383.8	(8,641.2)	(2,009.5)	-	11,553.4	-	(44.1)	3,633.1

## 17 Current tax liabilities

Particulars	March 31, 2018	March 31, 2017
Provision for Tax	577.3	821.1
<b>Total</b>	<b>577.3</b>	<b>821.1</b>

## 18(a) Other non-current liabilities

Particulars	March 31, 2018	March 31, 2017
Income received in advance	32,933.4	31,613.5
Others	297.5	-
<b>Total</b>	<b>33,230.9</b>	<b>31,613.5</b>

## 18(b) Other current liabilities

Particulars	March 31, 2018	March 31, 2017
Income received in advance	13,627.5	11,860.3
Advance receipts from customers for which value is still to be given	56,815.9	47,251.9
Statutory dues	9,491.1	12,174.7
Fractional entitlement on bonus share refund accounts	0.5	0.5
Provision for expenses	-	6,130.7
Others	13.8	15.0
<b>Total</b>	<b>79,948.8</b>	<b>77,433.1</b>

## 19 Revenue from operations

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Sale of product		
-Food and beverages	5,459.9	5,079.2
Sale of services		
-Foreign exchange and travel related services	515,929.7	405,547.3
-Facility management and food services	93,841.9	57,638.9
-Staffing and recruitment	398,212.4	324,995.2
-Training services	8,938.8	9,101.8
-Operation and maintenance	18,908.6	13,182.6
-Software sales and maintenance	24,193.2	25,226.9
-Income from sale of vacation ownership	10,810.5	10,789.3
-Income from resorts	9,825.1	8,125.2
-BPO services	19,033.3	-

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
-Commission income	1,186.5	5,538.7
-Interest income on trade receivable (Instalment plan)	811.1	1,013.4
Other operating revenue		
-Education and training revenue	303.5	342.0
-Other travel services	137.2	1,034.7
-Marketing fees and other incentive income	5,649.7	1,603.4
-Service charges	315.5	480.4
-Miscellaneous receipts	11,277.3	6,543.4
<b>Total</b>	<b>1,124,834.2</b>	<b>876,242.4</b>

## 20(a) Other income

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Interest income		
-On bank deposits	2,330.0	1,652.7
-On others	228.7	548.5
-On loan to related parties	357.4	11.8
-On income tax refund	542.8	254.8
Dividend income		
-From investments	317.0	612.8
Gain on sale of current investments (net)	1,681.3	692.4
Rental income	5.6	-
Change in fair value of contingent consideration	1,228.2	44.7
Other non-operating income:		
-Scrap sales	5.5	15.1
Export incentives	2,478.6	1,650.9
Miscellaneous income	4,209.2	1,018.2
<b>Total</b>	<b>13,384.3</b>	<b>6,501.9</b>

## 20(b) Other gains (net)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Profit on sale of property, plant and equipment	824.4	1,140.7
Exchange gain other than in the normal course of business as an authorised foreign exchange dealer	129.9	168.1
Net gain on financial assets measured at FVTPL	1,982.7	624.1
<b>Total</b>	<b>2,937.0</b>	<b>1,932.9</b>

## 21 Employee benefits expense

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Salaries wages and bonus	477,413.8	378,743.9
Contribution to provident and other funds	38,448.7	26,538.5
Gratuity and other defined benefit schemes	2,511.2	1,697.8
Employees share based payment	3,153.4	1,089.8
Staff welfare expenses	5,605.0	4,709.7
Compensated absences	482.9	100.2
Staff training, recruitment and other costs	793.7	297.0
Incentives to staff	1,812.1	1,256.0
<b>Total</b>	<b>530,220.8</b>	<b>414,432.8</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 22 Depreciation and amortisation expense

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Depreciation on tangible assets [Refer note 4(a)]	8,261.2	6,579.2
Amortisation on intangible assets [Refer note 6(a)]	5,411.1	2,569.6
<b>Total</b>	<b>13,672.3</b>	<b>9,148.8</b>

## 23 Other expenses

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Rent [Refer note 40 (b)]	19,427.4	16,909.3
Stores and tools consumed	1,283.7	1,838.8
Electricity	1,130.7	1,186.6
Power and fuel	3,438.7	2,628.1
Repairs to building	1,160.9	633.1
Repairs to plant and machinery	1,033.2	588.6
Repairs to others	8,687.8	9,364.4
Insurance	1,049.7	577.7
Rates and taxes	1,377.0	1,098.2
Sub-contractor charges	16,245.5	8,720.1
Guest supplies	414.5	315.1
Laundry expenses	263.8	209.0
Licence fees	469.6	190.0
Security services	1,019.3	941.8
Travelling expenses	11,043.4	7,753.1
Vehicle running and maintenance expenses	203.2	367.6
Directors sitting fees	76.3	50.6
Commission to directors	95.6	-
Recruitment and training	4,269.3	3,589.9
Legal and professional charges	13,398.6	9,623.5
Printing and stationery	2,169.5	1,986.8
Water charges	198.8	197.8
Sales commission	1,252.1	870.6
Subscription fees	135.7	95.5
Equipment hire charges	1,605.3	1,022.7
Database access charges	407.8	318.6
Communication expenses	3,371.8	3,017.3
Exchange loss other than in the normal course of business as an authorised foreign exchange dealer	550.4	268.2
Freight currency shipment	337.5	380.3
Bad debts and advances written off	1,247.1	1,465.0
Provisions for doubtful debts and advances (net)	1,584.2	550.6
Expenditure towards CSR	193.1	380.1
Donations	6.6	32.4
Loss on sale of property, plant and equipment	84.7	-
Airline inventory losses	687.7	524.4
Miscellaneous expenses	5,360.3	1,022.4
<b>Total</b>	<b>105,280.8</b>	<b>78,718.2</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 24 Finance cost

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Interest and finance charges on financial liabilities at amortised cost	10,474.9	9,606.1
Other finance charges	4,425.3	3,615.8
<b>Total</b>	<b>14,900.2</b>	<b>13,221.9</b>

## 25 Advertisement and sales promotion expenses

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Advertisement and publicity expenses	9,844.1	7,305.4
Sales promotion	2,500.8	2,433.3
<b>Total</b>	<b>12,344.9</b>	<b>9,738.7</b>

## 26 Income tax expense

### (a) Income tax expense

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
<b>Current tax</b>		
Current tax on profits for the year	18,486.0	6,641.1
Adjustments for tax of prior periods *	(5,827.2)	(93.2)
<b>Total current tax expense</b>	<b>12,658.8</b>	<b>6,547.9</b>
<b>Deferred tax (credit) / charged</b>	<b>(16,714.2)</b>	<b>4,702.5</b>
<b>Income tax expense</b>	<b>(4,055.4)</b>	<b>11,250.4</b>

\* includes Rs. 8,861.8 lakhs towards deferred tax credited related to earlier years

### (b) The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Profit from continuing operations before income tax expense and after exceptional items	609,083.9	19,860.8
<b>Tax at the Indian tax rate of 34.608% (Previous year 34.608%)</b>	<b>210,791.7</b>	<b>6,873.4</b>
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Non-deductible expenses	(3,293.2)	5,068.0
Other allowances net of MAT credit	-	(3,828.6)
Tax exempt income	(640.0)	(339.9)
Unrecognized tax losses	1,874.5	1,058.8
Deferred tax credit for earlier periods	(1,223.1)	(366.9)
Difference in enacted tax rate	16.2	(55.5)
Entities in the group taxed at different rate	(284.7)	(318.5)
Actual tax expenses of foreign subsidiaries	-	326.2
Tax on undistributed income	(3,854.9)	3,227.0
Excess provisions relating to earlier years	(5,885.9)	-
Tax effect on fair valuation of associate	(201,645.9)	-
Other items	89.9	(393.6)
<b>Income tax expense</b>	<b>(4,055.4)</b>	<b>11,250.4</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 27 Fair value measurements:

### Financial instruments by category:

Particulars	March 31, 2018			March 31, 2017		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
<b>Financial assets</b>						
Investments - equity instruments	11.3	-	-	10.5	165.5	-
Investments - other non-current investments	-	-	-	-	201.8	-
Investment in The Government of Mauritius Treasury Bills	-	-	936.5	-	-	924.7
Investments - mutual funds	13,584.6	-	-	13,230.9	-	-
Loans	-	-	121.5	-	-	1,608.3
Security deposits	-	-	9,556.8	-	-	10,363.9
Deposits with banks with more than 12 months maturity	-	-	391.5	-	-	2,653.2
Trade receivable	-	-	88,816.4	-	-	105,639.9
Cash and cash equivalents	-	-	92,681.3	-	-	120,204.4
Bank Balance other than cash & cash equivalents	-	-	16,581.5	-	-	17,696.6
Others	-	-	10,236.3	-	-	45,847.9
<b>Total financial assets</b>	<b>13,595.9</b>	<b>-</b>	<b>219,321.9</b>	<b>13,241.4</b>	<b>367.3</b>	<b>304,938.9</b>
<b>Financial liabilities</b>						
Borrowings	-	-	42,470.9	-	-	140,375.5
Trade Payable	-	-	148,401.5	-	-	123,046.7
Others	240.2	-	25,887.1	16,657.1	-	15,350.2
<b>Total financial liabilities</b>	<b>240.2</b>	<b>-</b>	<b>216,759.5</b>	<b>16,657.1</b>	<b>-</b>	<b>278,772.4</b>

### (i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value as at March 31, 2018	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Financial investments at FVTPL				
Mutual funds-growth plan	13,584.6	-	-	13,584.6
Equity instruments	1.7	9.6	-	11.3
<b>Total financial assets</b>	<b>13,586.3</b>	<b>9.6</b>	<b>-</b>	<b>13,595.9</b>
Other financial liabilities	-	240.2	-	240.2
<b>Total financial liabilities</b>	<b>-</b>	<b>240.2</b>	<b>-</b>	<b>240.2</b>



# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Financial assets and liabilities which are measured at amortised cost as at March 31, 2018	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Security Deposits	-	9,556.8	-	9,556.8
<b>Total Financial Assets</b>	-	<b>9,556.8</b>	-	<b>9,556.8</b>
Borrowings	-	42,470.9	-	42,470.9
Others	-	235.0	-	235.0
<b>Total Financial Liabilities</b>	-	<b>42,705.9</b>	-	<b>42,705.9</b>

Financial assets and liabilities measured at fair value as at March 31, 2017	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Financial investments at FVTPL				
Equity instruments	0.9	9.6	-	10.5
Mutual funds-growth plan	13,230.9	-	-	13,230.9
Investments - equity instruments	-	-	165.5	165.5
Investments - other non-current investments	-	-	201.8	201.8
<b>Total financial assets</b>	<b>13,231.8</b>	<b>9.6</b>	<b>367.3</b>	<b>13,608.7</b>
Other financial liabilities	-	-	16,657.1	16,657.1
<b>Total financial liabilities</b>	-	-	<b>16,657.1</b>	<b>16,657.1</b>

Financial assets and liabilities which are measured at amortised cost as at March 31, 2017	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Security Deposits		10,363.9	-	10,363.9
<b>Total Financial Assets</b>	-	<b>10,363.9</b>	-	<b>10,363.9</b>
Borrowings		117,030.6	23,344.9	140,375.5
Others		550.7	-	550.7
<b>Total financial liabilities</b>	-	<b>117,581.3</b>	<b>23,344.9</b>	<b>140,926.2</b>

The carrying amounts of Advance recoverable in cash, receivables from related parties, trade payables, payable for fixed assets, employees benefits payables, cash and cash equivalents and other bank balances are considered to be the same as their fair values due to their short-term nature. The fair value of long term debt and others in the above table are materially the same.

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This includes listed equity instruments and mutual funds that have quoted price / declared NAV.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

## Valuation inputs and relationships to fair value

The following tables show the valuation techniques used in measuring Level 3 fair values, as well as the significant unobservable inputs used (refer above notes for valuation technique adopted):

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## Financial instruments measured at fair value

Particulars	Fair Value as at March 31, 2017	Significant unobservable inputs	Fair value as at March 31, 2017		Sensitivity
			Increase by 1%	Decrease by 1%	
Other non-current investments (unquoted)	365.5	Risk adjusted discount rate	317.4	424.5	Increase in discount rate by 1% would decrease the fair value by Rs. 48.14 lakhs and decrease in discount rate by 1% would increase the fair value by Rs. 59.02 lakhs.
		EBITDA projection	371.1	359.9	Increase in EBITDA projection by 1% would increase the fair value by Rs. 5.63 lakhs and decrease in EBITDA projection by 1% would decrease the fair value by Rs. 5.63 lakhs.
		Revenue projection	371.8	358.6	Increase in Revenue projection by 1% would increase the fair value by Rs. 6.28 lakhs and decrease in Revenue projection by 1% would decrease the fair value by Rs. 6.94 lakhs.
Contingent consideration	2,615.9	Risk adjusted discount rate	2,557.1	2,676.9	Increase in discount rate by 1% would decrease the fair value by Rs. 58.50 lakhs and decrease in discount rate by 1% would increase the fair value by Rs. 60.94 lakhs.
		EBITDA projection	2,653.8	2,578.0	Increase in EBITDA projection by 1% would increase the fair value by Rs. 37.93 lakhs and decrease in EBITDA projection by 1% would decrease the fair value by Rs. 37.93 lakhs.
		Revenue projection	2,653.8	2,578.0	Increase in Revenue projection by 1% would increase the fair value by Rs. 37.93 lakhs and decrease in Revenue projection by 1% would decrease the fair value by Rs. 37.93 lakhs.
Forward liability	14,041.2	Risk adjusted discount rate	13,937.0	14,148.9	Increase in discount rate by 1% would decrease the fair value by Rs. 104.29 lakhs and decrease in discount rate by 1% would increase the fair value by Rs. 107.65 lakhs.

## Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

Particulars	Fair value through other comprehensive income	Fair value through profit and loss		
	Other non-current investments (unquoted)	Contingent consideration	Financial liability towards put option	Forward liability
Balance as at April 01, 2016	365.5	(2,918.3)	-	-
Assumed/ arising in a business combination	-	-	-	(14,041.2)
Transferred to consideration payable	-	356.9	-	-
Net change in fair value (unrealised)	-	(54.5)	-	-
Balance as at March 31, 2017	365.5	(2,615.9)	-	(14,041.2)
Assumed in a business combination	-	-	(18,804.2)	-
Purchases / disposal	(67.7)	-	-	-
Net change in fair value (unrealised)	-	1,137.4	-	(1,719.1)
Transferred to consideration payable	-	136.1	-	-
Decrease on account of deconsolidation of subsidiary	(297.8)	1,342.4	18,804.2	15,760.3
Balance as at March 31, 2018	-	-	-	-

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### (ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices for quoted instruments
- the fair value of the remaining financial assets is determined using discounted cash flow analysis.
- the foreign exchange forward contracts are marked to market using forward FEDAI rates pertaining to the date of maturity of the contract at the balance sheet date.
- Discount rates to fair value of financial assets and liabilities at amortised cost is based on general lending rate.
- Use of NAV for valuation of mutual fund investment
- The fair value of contingent consideration is determined by using a discount rate that reflects the likely amount to be paid out over the years as earn out which has been calculated using pre-tax cash flow projections based on financial budgets approved by management covering a five-year period.

### (iii) Inter level transfers

There are no transfers between levels 1 and 2 and also between levels 2 and 3 during the year.

## 28 Financial risk management

The group's activities expose it to credit risk, market risk and liquidity risk.

The Group has an overall enterprise risk management policy, approved by the Audit Committee of the Board of Directors. Risks are managed by the individual business units, or the support services' unit, entering into the base transactions, which give rise to the risks. The Executive Committee (comprising the Chairman & Managing Director, the Chief Financial Officer, and the heads of the business units and support services' units) has the overall responsibility for the risk management framework and its effectiveness, with the respective heads of business units/ support services units, being responsible for its implementation and day-to-day monitoring.

### (A) Credit Risk

The Group is exposed to credit risk, which is the risk that counterparty will default on its contractual obligation resulting in a financial loss to the Group. The Group's exposure to credit risk is influenced mainly by its customer. To manage this, the company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, analysis of historical bad debts and ageing of accounts receivable as of different reporting periods.

Credit risk on cash and cash equivalents and other bank balances and bank deposits is limited as the Group generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. Investments comprises of investment in mutual funds invested with mutual fund institutions having high credit ratings assigned by domestic credit rating agencies. The loan represents security deposits given to suppliers, employees and others. The credit risk associated with such deposits is relatively low.

#### Trade receivables

The Group's exposure to credit risk is influenced mainly by its customers. However, the management also considers the factors that may influence the credit risk of its customer base. The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references.

Based on industry practices and the business environment in which the entity operates, the management considers that trade receivables are in default (credit impaired) if the payments are due for more than specific number of days. Loss allowances are based on actual credit loss experience over the past years. Refer note 8(c) for loss allowances provided.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (B) Market risk

### (i) Foreign currency risk (Exposure in different currencies converted to functional currency)

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and the respective functional currencies of the Group companies. The functional currency for large number of Group companies is Indian Rupees ("INR"). The currency risks of the respective group companies are managed by the local management of these companies. The exposure of the group companies to foreign currency risk at the end of the reporting period, are as follows -

#### (a) Foreign currency risk exposure:

Particulars	March 31, 2018				March 31, 2017			
	EUR	GBP	USD	Others	EUR	GBP	USD	Others
Cash and cash equivalents	2,779.4	3,489.3	18,446.1	2,992.9	875.6	1,360.0	14,771.6	2,382.5
Trade and other financial assets	4,019.2	634.7	11,538.6	3,600.0	1,330.3	231.3	6,986.0	2,456.6
	<b>6,798.6</b>	<b>4,124.0</b>	<b>29,984.7</b>	<b>6,592.9</b>	<b>2,205.9</b>	<b>1,591.3</b>	<b>21,757.6</b>	<b>4,839.1</b>
Trade payables and other financial liabilities	15,519.7	5,854.5	32,526.4	11,822.9	9,861.5	4,503.9	22,041.7	7,582.2
<b>Gross Exposure</b>	<b>(8,721.1)</b>	<b>(1,730.5)</b>	<b>(2,541.8)</b>	<b>(5,230.1)</b>	<b>(7,655.6)</b>	<b>(2,912.6)</b>	<b>(284.1)</b>	<b>(2,743.2)</b>
Forward contracts, net	4,433.9	750.6	(2,411.4)	6,853.7	6,204.8	2,609.0	3,910.7	3,379.2
<b>Net exposure (in Rs. Lakhs)</b>	<b>(4,287.2)</b>	<b>(979.9)</b>	<b>(4,953.2)</b>	<b>1,623.7</b>	<b>(1,450.8)</b>	<b>(303.5)</b>	<b>3,626.6</b>	<b>636.0</b>
<b>Net exposure (in Rs. Lakhs)</b>	<b>(8,596.5)</b>				<b>2,508.2</b>			

#### (b) Sensitivity:

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and from foreign forward exchange contracts.

Particulars	Impact on profit			
	March 31, 2018		March 31, 2017	
	Strength-ening	Weak-ening	Strength-ening	Weak-ening
<b>Effect in INR</b>				
<b>1% movement*</b>				
EUR	(42.9)	42.9	(14.5)	14.5
GBP	(9.8)	9.8	(3.0)	3.0
USD	(49.5)	49.5	36.3	(36.3)

\*Holding all other variables constant

#### (ii) Interest rate risk exposure

The exposure of the group's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	March 31, 2018	March 31, 2017
Variable rate borrowings	19,203.3	69,880.2

As at the end of the reporting period, the group had the following variable rate borrowings:

Particulars	March 31, 2018		March 31, 2017	
	Balance	% of total loans	Balance	% of total loans
Variable rate borrowings	19,203.3	45.2%	69,880.2	49.8%
<b>Net exposure to cash flow due to interest rate risk</b>	<b>19,203.3</b>		<b>69,880.2</b>	

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Changes in interest rate are based on historical movement.

Particulars	Impact on profit	
	March 31, 2018	March 31, 2017
Interest rates - increase by 70 to 100 basis points *	(129.3)	(100.7)
Interest rates - decrease by 70 to 100 basis points *	129.3	100.7

\* Holding all other variables constant

## (iii) Price risk exposure

The group's exposure to equity securities price risk arises from investments held by the group and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss. Since the group does not have material equity investments, the group does not have a material price risk exposure as of reporting period.

## (C) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding to meet obligations when due and to close out market positions. Respective group company's treasury department maintains flexibility in funding by maintaining sufficient cash and bank balances available to meet the working capital requirements.

Management monitors rolling forecasts of the company's liquidity position (comprising the unused cash and bank balances along with temporary investments in fixed deposits and/or liquid mutual funds) on the basis of expected cash flows. This is generally carried out at local level in the operating companies of the group in accordance with the practice and limits set by the group.

## (i) Financing arrangements

Particulars	March 31, 2018	March 31, 2017
Floating rate		
- expiring within one year (bank overdraft and other facilities)	5,417.6	12,630.8
- expiring beyond one year (bank loans)	-	-
	5,417.6	12,630.8

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Refer note 13(b) for various financing arrangements.

## (ii) Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity based on their contractual maturities.

Contractual maturities of financial liabilities	< 1 year	Between 1 and 2 years	> 2 years	Total
<b>March 31, 2018</b>				
Borrowings	19,371.8	9,080.0	14,019.0	42,470.8
Trade payables	148,401.5	-	-	148,401.5
Other financial liabilities	25,281.4	845.9	-	26,127.3
<b>Total liabilities</b>	<b>193,054.7</b>	<b>9,925.9</b>	<b>14,019.0</b>	<b>216,999.6</b>

Contractual maturities of financial liabilities	< 1 year	Between 1 and 2 years	> 2 years	Total
<b>March 31, 2017</b>				
Borrowings	66,612.1	18,167.4	55,596.0	140,375.5
Trade payables	123,046.7	-	-	123,046.7
Other financial liabilities	14,799.5	15,672.9	1,534.9	32,007.4
<b>Total liabilities</b>	<b>204,458.3</b>	<b>33,840.3</b>	<b>57,130.9</b>	<b>295,429.7</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 29 Capital management

### (a) Risk management

The group's objectives when managing capital are to safeguard the group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the balance sheet) less cash and cash equivalent. Total "equity" is as shown in the balance sheet (including non-controlling interest).

Particulars	March 31, 2018	March 31, 2017
Net debt*	-	20,170.9
Total equity	868,447.4	227,011.6
<b>Net debt to equity ratio</b>	<b>-</b>	<b>8.9%</b>

\* As at March 31, 2018, cash and cash equivalents exceeds total borrowings and hence net debt as at March 31, 2018 has been considered zero for the purpose of calculation of net debt to equity ratio.

### (b) Proposed Dividends

Particulars	March 31, 2018	March 31, 2017
<b>Equity shares</b>		
Final dividend paid during the year Rs. 0.375 per fully paid share (March 31, 2017 of Rs. 0.375 per fully paid share)	1,375.6	1,374.3
<b>Dividends not recognised at the end of the reporting period</b>		
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of Rs. 0.375 per fully paid equity share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	1,388.3	1,375.3

## 30 Segment Information

### (a) Description of segments and principal activities

The group's strategic steering committee, consisting of the chief executive officer, the chief financial officer and the manager for corporate planning, examines the group's performance both from a product and geographic perspective and has identified four reportable segments of its business:

<b>Financial Services</b>	Includes wholesale and retail purchase and sale of foreign currencies and paid documents
<b>Travel and related services</b>	Includes tour operations, travel management, visa services and travel insurance and related services
<b>Human resource services</b>	Includes staffing services, facilities management services, selection services, training fees, food service and engineering service
<b>Vacation ownership and resorts business</b>	Include the time share holidays' business

### (b) Segment result

Particulars	March 31, 2018	March 31, 2017
Financial services	7,034.8	10,317.5
Travel and related services	13,571.7	12,582.9
Human resource services	29,540.0	23,274.1
Vacation ownership and resorts business	(1,818.7)	(5,010.5)
<b>Total</b>	<b>48,327.8</b>	<b>41,164.0</b>
Less: Unallocated corporate expenditure	8,563.1	8,126.6
<b>Operating profit</b>	<b>39,764.7</b>	<b>33,037.4</b>
Less: Interest expense	14,900.2	13,189.1
<b>Profit before exceptional item, share of net profits of investments accounted for using equity method and tax</b>	<b>24,864.5</b>	<b>19,848.3</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (c) Segment revenue

Particulars	March 31, 2018	March 31, 2017
Financial services	26,523.6	28,133.9
Travel and related services	507,703.9	392,100.5
Human resource services	563,384.6	430,496.1
Vacation ownership and resorts business	27,222.1	25,511.9
<b>Total</b>	<b>1,124,834.2</b>	<b>876,242.4</b>

The Company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

Revenue from external customers	March 31, 2018	March 31, 2017
India	843,987.9	729,566.8
Rest of the world	280,846.3	146,675.6
<b>Total</b>	<b>1,124,834.2</b>	<b>876,242.4</b>

No single customer contributes more than 10% of the Group's total revenue for the years ended March 31, 2018 and March 31, 2017.

## (d) Segment assets

Segment assets are measured in the same way as in the financial statements. These assets are allocated based on the operations of the segment and the physical location of the asset.

Particulars	March 31, 2018	March 31, 2017
Financial services	96,875.3	29,266.7
Travel and related services	243,934.0	177,019.2
Human resource services	703,131.2	237,074.5
Vacation ownership and resorts business	69,406.4	63,148.7
<b>Total</b>	<b>1,113,346.9</b>	<b>506,509.1</b>
Unallocated:	107,076.0	193,113.2
<b>Total assets as per the balance sheet</b>	<b>1,220,422.9</b>	<b>699,622.3</b>

The total of non-current assets other than financial instruments, investments accounted for using equity method and deferred tax assets, broken down by location of the assets, is shown below:

Particulars	March 31, 2018	March 31, 2017
India	148,484.1	273,520.2
Rest of the world	35,731.7	50,709.0
<b>Total non current assets as per the balance sheet</b>	<b>184,215.7</b>	<b>324,229.3</b>

## (e) Segment Liabilities

Segment liabilities are measured in the same way as in the financial statements. These liabilities are allocated based on the operations of the segment.

Particulars	March 31, 2018	March 31, 2017
Financial services	52,151.4	43,973.1
Travel and related services	215,615.6	124,128.6
Human resource services	526.5	100,693.3
Vacation ownership and resorts business	54,441.0	50,938.4
<b>Total</b>	<b>322,734.5</b>	<b>319,733.4</b>
Unallocated	29,241.0	152,877.3
<b>Total liabilities as per the balance sheet</b>	<b>351,975.5</b>	<b>472,610.7</b>



# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 31 Related party transactions

### (a) Parent Entities

The Company is controlled by the following entity:

Name	Place of Incorporation	Ownership Interest (%)	
		March 31, 2018	March 31, 2017
Fairbridge Capital (Mauritius) Limited, Mauritius ("FCML") (FCML is wholly owned and controlled by Fairfax Financial Holdings Limited, Canada, the ultimate holding company.)	Mauritius	67.0%	67.7%

### (b) Name of the related party and related party relationship

Sr No	Name of Entity	Place of Business/ Country of Incorporation	Relationship
1	Fairfax (US) Inc.	USA	Fellow Subsidiary
2	HWIC Asia Fund	India	Fellow Subsidiary
3	Fairbridge Capital Private Limited	India	Fellow Subsidiary
4	National Collateral Management Service Ltd	India	Fellow Subsidiary
5	Qess Corp Limited	India	Associate Company w.e.f. March 01, 2018
6	Terrier Security Services (India) Private Limited ^	India	Associate Company
7	Simpliance Technologies Private Limited ^	India	Associate Company
8	Trimax Smart Infraprojects Private Limited ^	India	Associate Company
9	Heptagon Technologies Private Limited ^	India	Associate Company
10	TCI-Go Vacation India Private Limited @	India	Associate Company
11	Centreq Business Services Private Limited	India	Subsidiary of Qess Corp Limited, a associate of the Company
12	Aravon Services Private Limited	India	Subsidiary of Qess Corp Limited, a associate of the Company
13	Co-Achieve Solutions Private Limited	India	Subsidiary of Qess Corp Limited, a associate of the Company
14	Fairfax India Charitable Foundation	India	Charitable Trust
15	Divekar Wallstable Schnieder Precision Seals Pvt. Ltd.	India	Other entities where relationship exists
16	Pugmarks Eco Tours Pvt. Ltd.	India	Other entities where relationship exists
17	Net Resources Investment Private Limited	India	Other entities where relationship exists
18	Styracorp Management Services (Sole proprietorship firm)	Dubai	Other entities where relationship exists
19	Go Digit General Insurance Limited	India	Other entities where relationship exists
20	Go Digit Infoworks Services Private Limited	India	Other entities where relationship exists
21	IME Consultancy (Sole proprietorship firm)	Dubai	Other entities where relationship exists

^ These Companies are Associate Companies of Qess Corp Limited

@ Associate of Travel Corporation (India) Limited

### (c) Key management personnel

Madhavan Menon

Mahesh Iyer

R. R. Kenkare

Debasis Nandy

Rajeev Kale

Amit Madhan

Mona Cheriyan

Abraham Alapatt

Brijesh Modi (w.e.f June 01, 2017)

Amit Parekh

Relatives of key management personnel: Lili Menon

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## (d) Transactions with related parties

The following transactions occurred with related parties:

Nature of transaction	March 31, 2018	March 31, 2017
<b>(i) Ultimate holding company</b>		
<b>Reimbursement of expenses (net)</b>		
Fairfax Financials Holdings Limited	74.9	112.0
<b>Balances as at the year end - outstanding receivables</b>		
Fairfax Financials Holdings Limited	71.2	415.9
<b>Borrowings</b>		
Fairfax Financials Holdings Limited	-	496.9
<b>Income from tours</b>		
Fairfax Financials Holdings Limited	14.8	678.7
<b>Finance costs</b>		
Fairfax Financial Holdings Limited	12.4	15.3
<b>Repayment of loans taken</b>		
Fairfax Financial Holdings Limited	-	15.4
<b>Availment of loan</b>		
Fairfax Financial Holdings Limited	25.6	-
<b>Consideration payable</b>		
Fairfax Financial Holdings Limited	-	356.9
<b>Consideration paid</b>		
Fairfax Financial Holdings Limited	356.9	-
<b>Contingent consideration payable</b>		
Fairfax Financial Holdings Limited	-	2,615.9
<b>(ii) Holding company</b>		
<b>Dividend remitted</b>		
Fairbridge Capital (Mauritius) Limited	930.6	930.6
<b>(iii) Fellow subsidiaries</b>		
<b>Reimbursement of expenses (net)</b>		
Fairbridge Capital Private Limited	-	3.7
Fairfax India Charitable Foundation	-	73.3
<b>Sale of services (at sale value of transaction)</b>		
Fairbridge Capital Private Limited	5.3	-
National Collateral Management Service Ltd	1,997.4	1,978.0
<b>Services availed</b>		
Fairbridge Capital Private Limited	2.8	-
<b>Finance costs</b>		
Fairfax (US) Inc.	94.3	86.8
<b>Trade receivables</b>		
Fairbridge Capital Private Limited	0.4	-
Fairfax India Charitable Foundation	2.0	-
<b>Redemption of NCCRPS</b>		
HWIC Asia Fund	12,500.0	-
<b>Preference share dividend remitted</b>		
HWIC Asia Fund	786.9	1,065.4
<b>Repayment/adjustment of loans taken</b>		
From Fairfax (US), Inc.	80.9	
<b>Borrowings</b>		
Fairfax (US), Inc. (includes interest)	-	496.9

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Nature of transaction	March 31, 2018	March 31, 2017
<b>(iv) Associate enterprise</b>		
<b>Facility and support services provided</b>		
TCI-Go Vacation India Private Limited	182.2	-
<b>Ticketing sales</b>		
TCI-Go Vacation India Private Limited	16.4	-
<b>Sale of services</b>		
Quess Corp Limited	55.6	-
Terrier Security Services (India) Private Limited	277.3	366.5
Trimax Smart Infraprojects Private Limited	748.3	-
TCI-Go Vacation India Private Limited	82.6	-
<b>Interest income</b>		
Trimax Smart Infraprojects Private Limited	251.7	-
<b>Other professional charges</b>		
Terrier Security Services (India) Private Limited	29.6	-
<b>Services availed</b>		
Quess Corp Limited	136.9	-
<b>Guarantees provided to banks on behalf of associates</b>		
Terrier Security Services (India) Private Limited	-	2,200.0
<b>Other expenses</b>		
Terrier Security Services (India) Private Limited	315.5	14.2
<b>Reimbursement of expenses (net)</b>		
Trimax Smart Infraprojects Private Limited	505.2	-
<b>Reimbursement received</b>		
TCI-Go Vacation India Private Limited	40.5	-
<b>Intangible assets under development</b>		
Heptagon Technologies Private Limited	133.4	-
<b>Investment in equity shares</b>		
TCI-Go Vacation India Private Limited	98.0	-
<b>Loans given</b>		
Trimax Smart Infraprojects Private Limited	13,890.8	-
<b>Trade receivables (gross of loss allowance)</b>		
Terrier Security Services (India) Private Limited	-	18.4
TCI-Go Vacation India Private Limited	77.0	-
Quess Corp Limited	26.7	-
<b>Trade payables</b>		
Quess Corp Limited	199.8	-
Terrier Security Services (India) Private Limited	-	0.3
Simpliance Technologies Private Limited	-	1.0
<b>Guarantee outstanding</b>		
Terrier Security Services (India) Private Limited	-	2,200.0
<b>(v) Subsidiaries/associates of associate:</b>		
<b>Other professional charges</b>		
Terrier Security Services (India) Private Limited	29.6	-
<b>Services Availed</b>		
Co-Achieve Solutions Private Limited	2.8	-
Centreq Business Services Private Limited	1.2	-
<b>Trade payables</b>		
Co-Achieve Solutions Private Limited	5.4	-

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Nature of transaction	March 31, 2018	March 31, 2017
Centreq Business Services Private Limited	5.6	-
<b>Trade receivables</b>		
Co-Achieve Solutions Private Limited	3.7	-
Aravon Services Private Limited	0.1	-
<b>(vi) Other related parties</b>		
<b>Sale of service</b>		
Divekar Wallstable Schnieder Precision Seals Pvt. Ltd.	3.9	1.8
Pugmarks Eco Tours Pvt. Ltd.	36.0	15.7
Go Digit General Insurance Limited	50.5	-
Go Digit Infoworks Services Private Limited	72.0	-
<b>Interest income</b>		
IME Consultancy	-	1.1
Styracorp Management Services	18.5	10.7
<b>Repayment/adjustment of loans given to related parties</b>		
Styracorp Management Services	631.1	617.1
IME Consultancy	-	75.0
<b>Loans</b>		
Styracorp Management Services	-	767.7
IME Consultancy	-	75.0
<b>Other expenses</b>		
Net Resources Investments Private Limited	0.1	300.1
<b>Trade receivables</b>		
Divekar Wallstable Schnieder Precision Seals Pvt. Ltd.	0.5	0.5
Pugmarks Eco Tours Pvt. Ltd.	3.3	0.8
<b>(vii) Key management personnel</b>		
<b>Remuneration</b>		
Madhavan Menon	513.4	516.0
Mahesh Iyer	296.9	178.0
R. R. Kenkare	195.5	171.5
Debasis Nandy	204.0	169.9
Rajeev Kale	161.9	132.0
Amit Madhan	139.1	134.2
Mona Cheriyan	173.9	167.6
Abraham Alapatt	163.3	139.6
Brijesh Modi (w.e.f. June 01, 2017)	113.6	-
Amit Parekh	55.9	40.0
@ Gratuity is contributed for the company as a whole and hence excluded.		
<b>(viii) Relatives of key management personnel</b>		
<b>Rent expense</b>		
Lili Menon	19.3	19.3
<b>Balances as at the year end</b>		
<b>Deposit receivable</b>		
Lili Menon	165.0	165.0

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 32 Share based payments

### (I) Thomas Cook (India) Limited

#### Employee option plan/tradable options

##### Thomas Cook Employees Stock Option Plan - 2007

The Company has established an employee stock option plan called - "Thomas Cook Employees Stock Option Plan - 2007". The same has been approved by a special resolution passed by the shareholders by a postal ballot on March 23, 2007. The Scheme is in accordance with the provisions of Securities and Exchange Board of India (SEBI) - (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The exercise price is as governed by the guidelines issued by SEBI.

The objectives of this plan are :

- (a) Motivate talent in the organization with a view to achieve long term business goals.
- (b) Retain key talent in the organization
- (c) Foster ownership and motivation.

The grant of options to employees under the stock option scheme is on the basis of their performance and other eligibility criteria. Each option will entitle the participant to one equity share of Thomas Cook (India) Limited. The unvested options shall vest with the participant in 3 equal annual instalments on each of the anniversaries from the grant date.

##### Thomas Cook Save As You Earn (SAYE) - 2010

Further to the Thomas Cook Employees Stock Option Plan - 2007, the Company has established a Thomas Cook Save As You Earn (SAYE), Scheme - 2010. The SAYE scheme has been approved by a Special Resolution passed on December 14, 2010, by the shareholders as at and for the year ended March 31, 2016 Thomas Cook (India) Limited of a Postal Ballot and shall be effective from that date. SAYE is a monthly savings contribution scheme available to all employees of Thomas Cook (India) Limited and its subsidiaries provided that they have completed at least 6 months in the organization.

The objectives of the SAYE Scheme - 2010 are same as Thomas Cook Employees Stock Option Plan - 2007.

SAYE allows employees to save a part of their net pay every month which gets deposited with a bank in a recurring deposit account carrying fixed rate of interest. At the end of 3 years, employees have the option to either purchase specific number of equity shares of Thomas Cook (India) Limited at the predetermined exercise price or withdraw the monthly savings contributions along with interest accrued. Each option will entitle the participant to one equity share of Thomas Cook (India) Limited. The maximum number of options granted per participant per grant will not exceed 200,000 (Two Lakh) equity shares. The maximum number of equity shares that may be issued/transferred pursuant to the exercise of options granted under the SAYE scheme shall not exceed 3,000,000 (Thirty Lakh) equity shares.

Vesting under the scheme is linked to the continued association with the Group. The options would vest only when an employee has completed the committed 36 monthly contributions. The exercise period would not be more than one month from the date of vesting.

##### Thomas Cook Employees Stock Option Plan - 2013

The Company has established an employee stock option plan called - "Thomas Cook Employees Stock Option Plan - 2013". The same has been approved by a special resolution passed by the shareholders by a postal ballot on October 25, 2013. The Scheme is in accordance with the provisions of Securities and Exchange Board of India (SEBI) - (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The exercise price is in accordance with the guidelines issued by SEBI.

The objectives of this plan are:

- a) to reward the senior employees of the company for their performance
- b) to motivate them to contribute to the growth and profitability of the company and
- c) to retain talent in the organization

The grant of options to employees under the stock option scheme is on the basis of their performance and other eligibility criteria. Each option will entitle the participant to one equity share of Thomas Cook (India) Limited. The unvested options

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

shall vest with the participant after 4 years but not later than 7 years from the date of grant of such options. Vesting of options would be subject to continued employment with the company and certain performance parameters. The attainment of such performance parameters would be a mandatory condition for vesting of options as determined by the Recruitment & Remuneration Committee from time to time.

### Sterling Holiday Resorts (India) Limited Employee Stock Options Scheme 2012 - ("SHRIL ESOS 2012")

The purpose of the ESOS is to provide the employees with an additional incentive in the form of Options to receive the equity shares of the Company at a future date. The ESOS is aimed at further motivating and retaining the employees and thereby increasing the profitability of the Company.

Vesting Schedule :

Grant I dated January 24, 2013:

Each option will entitle the participant to one equity share. The unvested options shall vest with the participant in 3 tranches which is 40%, 30%, 30% on each of the anniversaries from the grant date.

Grant II dated July 30, 2014:

Each option will entitle the participant to one equity share. The unvested options shall vest with the participant in 4 tranches which is 25%, 25%, 25%, 25% on each of the anniversaries from the Grant Date. Grant Date means the date on which the Options are granted to the eligible employees by the Company/Committee under the Scheme.

Exercise Price :

Exercise price shall not be less than the par value of the Equity Shares of the Company and shall not be more than the price prescribed under Chapter VII of SEBI ICDR Regulation 2009 or the Market price (as defined in the Guidelines), whichever is more.

- The Exercise price of Rs. 96.00 for Grant I was fixed by the Board of Directors of Sterling Holiday Resorts (India) Limited at its meeting held on January 24, 2013.
- The Exercise price of Rs. 130.15 for Grant II was fixed by the Board of Directors of Sterling Holiday Resorts (India) Limited at its meeting held on July 30, 2014.
- As per clause 15.3.2 of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Ltd. (SHRIL) and Thomas Cook Insurance Services (India) Ltd (TCISIL), and Thomas Cook (India) Ltd. (TCIL) the SHRIL ESOS 2012 became a part of the company's schemes and Stock Options which had been granted but not exercised as of the Record Date, by such SHRIL employees shall lapse and in lieu of the Lapsed Options of SHRIL, TCIL shall grant 120 options for every 100 options of SHRIL. The revised Exercise Price for Grant I was Rs. 80.00 and for Grant II was Rs. 108.46. Subject to the terms of the Scheme and SEBI ESOP Guidelines, the option holder will have a period of 5 years from the date of which the Options have vested, within which the vested options can be exercised.

The details pertaining to number of options, weighted average price and assumptions considered for fair value are disclosed below:

Particulars	March 31, 2018		March 31, 2017	
	Weighted Average Exercise price	Number of options	Weighted Average Exercise price	Number of options
Options outstanding at the beginning of the year	40.3	5,809,982	54.9	6,592,784
Options granted during the year	-	-	23.5	1,351,143
Exercised during the year	13.2	3,447,777	80.8	879,368
Forfeited during the year	136.9	230,666	70.5	1,254,577
<b>Options outstanding at the end of the year</b>	<b>73.7</b>	<b>2,131,539</b>	<b>40.3</b>	<b>10,077,872</b>
<b>Options vested and exercisable at the end of the year</b>	<b>131.4</b>	<b>709,999</b>	<b>108.5</b>	<b>776,083</b>

The average share price at the date of exercise of options exercised during the year ended March 31, 2018 was Rs. 235.65 (March 31, 2017: Rs. 196.41)

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Share options outstanding at the end of the year have the following expiry date and exercise prices

Grant Date	Expiry Date / Expiry Year	Exercise Price (Rs.)	March 31, 2018	March 31, 2017
			Share options	Share options
July 25, 2007	July 22, 2017	61.9	-	34,000
July 10, 2008	July 08, 2018	77.6	40,000	40,000
March 20, 2009	March 18, 2019	30.3	-	11,665
September 05, 2013	September 03, 2023	49.3	131,850	237,260
August 25, 2015	August 22, 2025	165.9	810,695	1,159,042
December 05, 2013	November 29, 2037	1.0	-	3,091,489
November 07, 2016	November 01, 2040	1.0	802,868	802,868
October 08, 2014	October 02, 2038	1.0	229,906	229,906
January 24, 2013	January 22, 2021	80.0	24,570	53,262
July 30, 2014	July 28, 2022	108.5	91,650	150,490
<b>Total</b>			<b>2,131,539</b>	<b>5,809,982</b>
<b>Weighted average remaining contractual life of options outstanding at end of year</b>			<b>16.7 Years</b>	<b>19.9 Years</b>

## Fair Value of options granted

The fair value at grant date is determined using the Black-Scholes Model which takes into account the exercise price, expected volatility, option's life, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The inputs for the options granted during the year ended March 31, 2018 and March 31, 2017 included:

Particulars	March 31, 2018	March 31, 2017
<b>Scheme</b>	-	GT 07 Nov 2016
Grant Date	-	November 07, 2016
Weighted average share price	-	218.6
Exercise price	-	1.0
Expected volatility (%)	-	45.3
Expected life of the options	-	14.0
Risk free interest rate(%)	-	7.1
Expected dividend (%)	-	0.2
Weighted average fair value as on Grant Date	-	213.0

The risk free interest rates are determined based on the zero-coupon sovereign bond yields with maturity equal to the expected term of the option. The expected volatility was determined based on the volatility of the equity share for the period of one year prior to issue of the option. Volatility calculation is based on historical stock prices using standard deviation of daily change in stock price. The historical period is taken into account to match the expected life of the option. Dividend yield has been calculated taking into account expected rate of dividend on equity share price as on grant date.

## Modification of share based payment:

In pursuance to the court scheme effective from April 01, 2014, Sterling holiday resorts was merged with Thomas Cook Insurance services, its immediate parent entity. Thomas cook India limited issued options replacing the existing options of Sterling by issuing its own shares in consideration for the merger. Such modification of share based payment arrangements of sterling are accounted for as per Ind AS 102. Accordingly, the incremental cost in the fair value of the options at the initial grant date and the replacement date is taken as expense in the books of Thomas Cook India Limited. Fair value of the replacement options issued by the company are calculated using the inputs disclosed in inputs table.



# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### Expenses/shares option outstanding account arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

Particulars	March 31, 2018	March 31, 2017
Employee option Plans	3,153.4	1,089.8
Shares option outstanding account	3,544.9	3,507.7

## (II) Qess Corp Ltd. ("Qess")

### (a) Description of share based payment arrangement

Qess has introduced the 'IKYA Employee Stock Option Scheme 2009' ('the Option Scheme 2009') and has issued stock options on its own shares to specified employees of Qess. The scheme was approved by the Board of Directors in its meeting held on November 19, 2009. The Option Scheme 2009 provides for the creation and issue of 5,200,000 (bonus adjusted) options that would eventually convert into equity shares of Rs 10 each in the hands of the employees. The options have a vesting schedule over a three year period and are exercisable only upon the occurrence of the liquidity event. The scheme defines 'liquidity event' as an initial public offering by Qess (or one of its subsidiaries) or dilution of voting right below majority of the existing shareholders. The exercise price of these stock options is Rs 10. All outstanding options were vested as March 31, 2015. As at March 31, 2018, the Group had 1,271,995 exercisable options outstanding (March 31, 2017: 1,891,920). The cost stock options have been accounted under intrinsic value over vesting period.

Qess, pursuant to resolutions passed by the Board and its Shareholders resolutions dated December 22, 2015 and December 23, 2015, respectively, adopted Qess Corp Limited Employee Stock Option Scheme 2015 ("ESOP 2015"). Pursuant to ESOP 2015, options to acquire Equity Shares may be granted to eligible employees (as defined in ESOP 2015). The aggregate number of Equity Shares, which may be issued under ESOP 2015, shall not exceed 1,900,000 (bonus adjusted) Equity Shares.

### Scheme 2015

Qess has introduced the 'Scheme 2015' ('the Scheme') and has issued stock options of its own shares to specified employees of the Qess Group. The scheme was approved by the Board of Directors of Qess in its meeting held on December 22, 2015. The Scheme 2015 provides for the creation and issue of 475,000.00 options that would eventually convert into equity shares of Rs. 10.00 each in the hands of the employees. The options have a vesting schedule over a three year period and are exercisable within 3 years from the vesting date of each tranche. The exercise price of these stock options is Rs. 10.00. None of the outstanding options have been vested as at March 31, 2018. As at March 31, 2018, the Qess Group had nil exercisable options outstanding (March 31, 2017: Nil).

### (b) Measurement of fair values

#### Scheme 2009

The Qess Group does not have any unvested option as at April 01, 2015 under Employee Stock Option Scheme 2009. The Qess Group has elected for the exemption of Employee Share based payment under Ind AS 101 and accordingly fair valuation of vested options prior to April 01, 2015 was not required.

#### Scheme 2015

The fair value of Employee Stock Options has been measured using Black Scholes Model of pricing. The fair value per Stock option of grant with vesting period of 1 year, 2 year and 3 years are Rs. 885.10, Rs. 885.60 and Rs. 886.10 respectively based on the Black Scholes Formula. The fair value has been calculated on the date of grant i.e. August 18, 2017.

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans are as follows:

Particulars	March 31, 2018	March 31, 2017
Share price at grant date (Rs.)	893.95	-
Exercise price (Rs.)	10.0	-
Risk free rate of interest	6.20%	-
Expected Volatility	33.40%	-
Expected Dividend	-	-
Term to maturity	1 - 3 years	-

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

## (c) Reconciliation of outstanding share options

The number and weighted-average exercise prices of share options under the share option plans were as follows.

### Scheme 2009

Particulars	March 31, 2018		March 31, 2017	
	Weighted Average Exercise price	Number of options	Weighted Average Exercise price	Number of options
Options outstanding at the beginning of the year	10.0	1,891,920	10.0	2,729,528
Exercised during the year	10.0	(619,925)	10.0	(837,608)
<b>Options outstanding at the end of the year</b>	<b>10.0</b>	<b>1,271,995</b>	<b>10.0</b>	<b>1,891,920</b>

The options outstanding as at March 31, 2018 have an exercise price of Rs. 10.0 (March 31, 2017: Rs. 10.0) and a weighted average remaining contractual life of 3.17 years (March 31, 2017: 4.17 years).

The weighted average share price at the date of exercise for share options exercised during the year ended March 31, 2018 is Rs. 10.0 (March 31, 2017: Rs. 10.0)

### Scheme 2015

Particulars	March 31, 2018		March 31, 2017	
	Weighted Average Exercise price	Number of options	Weighted Average Exercise price	Number of options
Options outstanding at the beginning of the year	-	-	-	-
Options granted during the year	10.0	230,680	-	-
Exercised during the year	-	-	-	-
Forfeited during the year	-	(7,076)	-	-
<b>Options outstanding at the end of the year</b>	<b>10.0</b>	<b>223,604</b>	<b>-</b>	<b>-</b>

The options outstanding as at March 31, 2018 have an exercise price of Rs. 10.0 (March 31, 2017: Rs. 10.0) and a weighted average remaining contractual life of 1.38 years (March 31, 2017: Nil)

The weighted average share price at the date of exercise for share options exercised in 2017-18 is Rs. 10.0 (2016-17: Rs. 10.0).

Grant date of options issued under ESOP 2009 Scheme:

Grant Date	Exercise price	Number of options outstanding as at April 01, 2017
December 01, 2009	10	294,800
October 01, 2010	10	377,103
May 21, 2011	10	428,995
May 31, 2012	10	686,690
December 31, 2013	10	104,332
<b>Total</b>		<b>1,891,920</b>
Less: Options exercised during the year		(619,925)
<b>Closing options as at the end of the year</b>		<b>1,271,995</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 33 Earnings per share

### (a) Basic earnings per share

Particulars	March 31, 2018	March 31, 2017
Basic earnings per equity share after exceptional items	162.52	1.18
Basic earnings per equity share before exceptional items	3.88	1.18

### (b) Diluted earnings per share

Particulars	March 31, 2018	March 31, 2017
Diluted earnings per equity share after exceptional items	162.10	1.17
Diluted earnings per equity share before exceptional items	3.87	1.17

### (c) Reconciliation of earnings used in calculating earnings per share

Particulars	March 31, 2018	March 31, 2017
Profit after tax and exceptional items attributable to equity share holders of the company for basic and diluted EPS	596,800.5	4,342.3
Profit after tax but before exceptional items tax attributable to equity share holders of the company for basic and diluted EPS	14,253.6	4,342.3

### (d) Weighted average number of shares used as the denominator

Particulars	March 31, 2018	March 31, 2017
Weighted average number of equity shares used as the denominator in calculating basic earning / (loss) per share (in lakhs)	3,672.2	3,664.8
Adjustments for calculation of diluted earnings per share:		
Effect of dilutive issue of stock options	9.4	33.9
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earning / (loss) per share (in lakhs)	3,681.6	3,698.7

### (e) Information concerning the classification of securities

Options granted to employees under the ESOP Option Plan are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Details relating to the options are set out in Note 32.

## 34 Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	March 31, 2018	March 31, 2017
<b>Current</b>		
<b>Financial Assets</b>		
Receivables	1,090.6	1,639.2
Inventories	4.0	13.7
Other current assets	72.0	395.0
Investments	770.0	770.0
<b>Total Current assets pledged as security</b>	<b>1,936.6</b>	<b>2,817.9</b>
<b>Non-Current</b>		
Freehold land	2,225.2	282.3
Freehold buildings	8,180.1	4,698.0
Moveable assets	5,000.0	4,452.1
<b>Total Non-Current assets pledged as security</b>	<b>15,405.3</b>	<b>9,432.4</b>
<b>Total assets pledged as security</b>	<b>17,341.9</b>	<b>12,250.3</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 35 Business combination

### A Acquisitions made by the Group in 2017-18

#### (i) Acquisition Destination Management Specialists entities (DMS)

On June 26, 2017, Travel Corporation (India) Limited, wholly owned subsidiary of the Company, incorporated Horizon Travel Services LLC, USA as a wholly owned subsidiary.

On June 27, 2017, SOTC Travel Limited and Travel Corporation (India) Limited, wholly owned subsidiaries of the Company, completed the subscription of 51% and 49% stake respectively, in Travel Circle International (Mauritius) Limited, Mauritius, a newly incorporated subsidiary entity.

On June 29, 2017, Travel Circle International (Mauritius) Limited acquired stake in the global network (21 entities) of Destination Management Specialists (DMS) of the Kuoni Group (located in 17 countries) from Kuoni Travel Investments Limited, Zurich, Switzerland and / or its affiliates. (Refer note 3 for list of subsidiaries under DMS group)

On June 29, 2017 Horizon Travel Services LLC acquired identified assets and liabilities of Allied T Pro business from Kuoni DMS USA.

The acquisition represents an important milestone for a rapidly growing Group expanding its business to Asia Pacific region with an enhanced global footprint across 4 continents and 21 countries. This will also lead to enhancement and integration of end to end service delivery capabilities and target strategic benefits across Group's Inbound, Outbound, MICE and Corporate Travel businesses – helping deliver superior products, service and value to its stakeholders.

The excess of purchase consideration over the fair value of net assets acquired has been attributed towards goodwill of Rs. 13,620.8 lakhs.

The purchase price has been allocated based on Management's estimates as follows:

Particulars	Acquiree's carrying amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	632.7	-	632.7
Intangible assets	902.4	-	902.4
Net assets (excluding above)	316.4	(15,367.6)	(15,051.2)
Recognition of brand	-	2,642.1	2,642.1
<b>Total</b>	<b>1,851.5</b>	<b>(12,725.5)</b>	<b>(10,874.0)</b>
Non - controlling interests			(908.1)
Goodwill			13,620.8
<b>Purchase consideration paid</b>			<b>1,838.7</b>

#### (ii) Acquisition TC Forex Services Limited (formerly known as Tata Capital Forex Limited)

On October 30, 2017, the Company has acquired 100% equity interest in TC Forex Services Limited from Tata Capital Limited for a consideration of Rs. 1,200.0 lakhs. The excess of purchase consideration over the fair value of net assets acquired has been attributed towards goodwill of Rs. 1,181.7 lakhs. The acquisition will enable to strengthen the Group's leadership position and simultaneously reiterates its strong focus on the Foreign Exchange sector.

The purchase price has been allocated based on Management's estimates as follows:

Particulars	Acquiree's carrying Amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	62.0	-	62.0
Net assets (excluding above)	(43.7)	-	(43.7)
<b>Total</b>	<b>18.3</b>	<b>-</b>	<b>18.3</b>
Goodwill			1,181.7
<b>Purchase consideration paid</b>			<b>1,200.0</b>

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### (iii) Acquisition TC Travel and Services Limited

On October 30, 2017, The Company has acquired 100% equity interest in TC Travel and Services Limited through its wholly owned subsidiary TC Tours Limited (formerly known as Thomas Cook Tours Limited) for a consideration of Rs. 300.0 lakhs from Tata Capital Limited. The excess of purchase consideration over the fair value of net assets acquired has been attributed towards goodwill of Rs. 63.7 lakhs. The acquisition of TC Travel represents an important milestone for a rapidly growing Group making it one of the largest travel service provider networks headquartered in APAC region. The acquisition creates clear opportunities, including a significant increase in scale and network reach, volume/buying advantages, all resulting in stronger customer service and stakeholder value.

The purchase price has been allocated based on Management's estimates as follows:

Particulars	Acquiree's carrying Amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	54.1	-	54.1
Intangible assets	34.2	-	34.2
Net assets (excluding above)	148.0	-	148.0
<b>Total</b>	<b>236.3</b>	<b>-</b>	<b>236.3</b>
Goodwill			63.7
<b>Purchase consideration paid</b>			<b>300.0</b>

### (iv) Acquisition of Identified business of Manipal Integrated Services, including two of its subsidiaries namely Master Staffing Solutions Private Limited and Golden Star Facilities & Services Private Limited

During the previous year ended March 31, 2017, Qess Corp Limited ("Qess") had entered into definitive agreement with Manipal Integrated Services Private Limited ("MIS") dated November 28, 2016 to demerge the Facility Management Business and Catering Business (together means "Identified Business" or "Merged Business") of MIS through the Scheme of Arrangement ("the Scheme") at a consideration of Rs. 70,846.5 lakhs. The Board of Qess vide its meeting dated November 28, 2016 had approved the draft Scheme of Arrangement and filed the Scheme with BSE and NSE. Qess in the previous year had received the approval from BSE and NSE dated March 23, 2017 and March 27, 2017 respectively.

During the year, Qess has obtained approval from the National Company Law Tribunal ("NCLT") dated November 30, 2017, to merge Identified Business of MIS. The scheme has been filed with Registrar of Companies ('ROC') on December 13, 2017. The appointed date of the scheme is December 1, 2016 which is the effective date of merger approved by NCLT. The NCLT order override the requirements under Ind AS 103, Business Combinations, and hence Qess has considered the date of acquisition as December 1, 2016.

The identified business includes two subsidiaries namely Master Staffing Solutions Private Limited ("MSSP") (100% owned) and Golden Star Facilities & Services Private Limited ("GSFS") (60% owned). Qess has a contractual commitment to acquire the non-controlling interest in Golden Star Facilities & Services Private Limited, of which, 10% was acquired during the year. During the year, Qess has completed the purchase price allocation and has recognised assets and liabilities of the acquired business at its fair value including intangible assets. Post allocation of purchase price, Qess Group has recorded a goodwill of Rs. 60,055.1 lakhs.

The goodwill is attributable to value of benefits of expected synergies, future revenue and future market developments. Goodwill of identifiable business of MIS is deductible for income tax purposes and that of MSSP and GSFS is not deductible for income tax purposes. This acquisition is expected to provide with an increased share of Integrated facility management segment through access to the customer base. The Group also expects to reduce costs through economies of scale.

For the four months ended March 31, 2017, MSSP and GSFS contributed revenue of Rs. 9,219.4 lakhs and profit of Rs. 626.7 lakhs to the Group's results. Management estimates that if the acquisition had occurred on April 01, 2016, consolidated revenue and consolidated profit for the year would have been increased by Rs. 26,341.0 lakhs and Rs. 786.4 lakhs, respectively. The proforma amounts are not necessarily indicative of results that would have occurred if the acquisition had occurred on dates indicated or that may result in the future.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

The fair value of purchase consideration is Rs. 70,846.5 lakhs. The details are as follows:

Nature of consideration and terms of payment	Amount	Fair Value
1. Preference share capital	22,000.0	22,000.0
2. Shares to be issued pursuant to merger	46,030.5	46,030.5
3. Financial liability	3,177.0	2,816.0
<b>Total purchase consideration</b>	<b>71,207.5</b>	<b>70,846.5</b>

The purchase price has been allocated based on the report of a valuer which is as follows:

Particulars	Acquiree's carrying Amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	625.0	-	625.0
Intangible assets	22.9	11,480.0	11,502.9
Deferred tax assets	1,135.1	(460.0)	675.1
Net assets (excluding above)	(2,011.6)	-	(2,011.6)
<b>Total</b>	<b>(228.5)</b>	<b>11,020.0</b>	<b>10,791.5</b>
Goodwill			60,055.1
<b>Purchase consideration paid</b>			<b>70,846.5</b>

## (v) Acquisition of Vedang Cellular Services Private Limited

On November 10, 2017, Quess Corp Limited has entered into Share Purchase Agreement ("SPA") and Share Holders Agreement ("SHA") dated October 25, 2017 with Vedang Cellular Services Private Limited ("Vedang") and its shareholders to acquire 100% equity stake in Vedang. In accordance with the SPA and SHA, during the year Quess has acquired 70% stake for a consideration of Rs. 3,990.0 lakhs and thus Vedang has become the subsidiary of the Quess. Quess has a contractual commitment to acquire the non-controlling interest. Vedang is engaged in the business of telecom network optimization and installation of active components in telecom network in India.

As Vedang acquisition has been completed towards end of the financial year, the management has decided to avail the one year measurement period available as per Ind AS 103 for completing the purchase price allocation exercise. Accordingly, for the year ended March 31, 2018, the group has provisionally allocated the purchase consideration.

The fair value of net assets acquired on the acquisition date as a part of the transaction amounted to Rs. 3,243.4 lakhs. The excess of purchase consideration over the fair value of net assets acquired has been attributed towards goodwill aggregating to Rs. 2,531.8 lakhs. The goodwill is attributable to value of benefits of expected synergies, future revenue and future market developments. Goodwill is not deductible for income tax purposes.

The fair value of purchase consideration is Rs. 5,775.18 lakhs. The details are as follows:

Nature of consideration and terms of payment	Amount	Fair Value
1. Upfront cash consideration	3,990.0	3,990.0
2. Financial liability	2,677.7	1,785.2
<b>Total purchase consideration</b>	<b>6,667.7</b>	<b>5,775.2</b>

The purchase price has been provisionally allocated which is as follows:

Particulars	Acquiree's carrying Amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	477.2	-	477.2
Intangible assets	-	1,834.4	1,834.4
Deferred tax liabilities	-	(635.0)	(635.0)
Net assets (excluding above)	1,566.8	-	1,566.8
<b>Total</b>	<b>2,044.0</b>	<b>1,199.4</b>	<b>3,243.4</b>
Goodwill			2,531.8
<b>Purchase consideration paid</b>			<b>5,775.2</b>

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### (vi) Acquisition of Conneqt Business Solutions Limited

On November 27, 2017, Quess Corp Limited has entered into Share Purchase Agreement ("SPA") and Share Holders Agreement ("SHA") dated November 20, 2017 with Tata Business Support Services Limited ("TBSS") and its shareholders to acquire 100% equity stake in TBSS at an estimated consideration of Rs. 32,166.7 lakhs. In accordance with the SPA and SHA, during the year Quess has acquired 51% stake for consideration of Rs. 15,272.8 lakhs and thus TBSS has become the subsidiary of the Quess. Quess has a contractual commitment to acquire the non-controlling interest. TBSS offers Customer Life Cycle Management (CLM) and Business Process Management (BPM) services to a wide range of customers.

The name of Tata Business Support Services Limited has been changed to Conneqt Business Solutions Limited w.e.f. January 09, 2018.

As the acquisition has been completed towards end of the financial year, the management has decided to avail the one year measurement period available as per Ind AS 103 for completing the purchase price allocation exercise. Accordingly, for the year ended March 31, 2018, the group has provisionally allocated the purchase consideration.

The fair value of net assets acquired on the acquisition date as a part of the transaction amounted to Rs. 25,217.6 lakhs. The excess of purchase consideration over the fair value of net assets acquired has been attributed towards goodwill aggregating to Rs. 6,949.1 lakhs. The goodwill is attributable to value of benefits of expected synergies, future revenue and future market developments. Goodwill is not deductible for income tax purposes.

The fair value of purchase consideration is Rs. 32,166.7 lakhs. The details are as follows:

Nature of consideration and terms of payment	Amount	Fair Value
1. Upfront cash consideration	14,772.8	14,772.8
2. Consideration payable	500.0	500.0
3. Financial liability	46,765.9	16,893.9
<b>Total purchase consideration</b>	<b>62,038.7</b>	<b>32,166.7</b>

The purchase price has been provisionally allocated based on the report of a valuer which is as follows:

Particulars	Acquiree's carrying Amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	7,560.4	4,700.0	12,260.4
Intangible assets	-	6,425.3	6,425.3
Deferred tax liabilities	-	(2,223.7)	(2,223.7)
Net assets (excluding above)	8,755.6	-	8,755.6
<b>Total</b>	<b>16,316.0</b>	<b>8,901.6</b>	<b>25,217.6</b>
Goodwill			6,949.1
<b>Purchase consideration paid</b>			<b>32,166.7</b>

### (vii) Acquisition of Monster.com (India) Private Limited, Monster.com.SG PTE Limited, Monster.com.HK Limited and Monster Malaysia SDN. BHD

On February 8, 2018, the Quess Corp Limited along with its wholly owned subsidiary Quesscorp Holdings Pte Ltd ("QHPL") has entered into an arrangement with Monster Group (Monster Emerging Markets LLC, Monster.Com Asia Ltd. and Monster Worldwide, Inc.) and Randstad Holding NV to acquire controlling stake in certain entities of Monster Group, namely, Monster.com (India) Private Limited, Monster.com.SG PTE Limited, Monster.com.HK Limited and Monster Malaysia SDN. BHD at an estimated consideration of Rs. 14,478.0 lakhs. These entities are engaged in providing online and mobile employment and recruitment solutions to its customers.

As the acquisition has been completed towards end of the financial year, the management has decided to avail the one year measurement period available as per Ind AS 103 for completing the purchase price allocation exercise. Accordingly, for the year ended March 31, 2018, the group has provisionally allocated the purchase consideration.

The fair value of net assets acquired on the acquisition date as a part of the transaction amounted to Rs. 6,971.0 lakhs. The excess of purchase consideration over the fair value of net assets acquired has been attributed towards goodwill aggregating to Rs. 7,507.0 lakhs. The goodwill is attributable to value of benefits of expected synergies, future revenue and future market developments. Goodwill is not deductible for income tax purposes.



# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

The fair value of purchase consideration of Rs. 14,478.0 lakhs comprise of upfront cash consideration of Rs. 14,050.7 lakhs and deferred consideration of Rs. 427.3 lakhs.

The purchase price has been allocated based on the report of a valuer which is as follows:

Particulars	Acquiree's carrying Amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	582.8	-	582.8
Intangible assets	-	3,509.6	3,509.6
Net assets (excluding above)	2,878.6	-	2,878.6
<b>Total</b>	<b>3,461.4</b>	<b>3,509.6</b>	<b>6,971.0</b>
Goodwill			7,507.0
<b>Purchase consideration paid</b>			<b>14,478.0</b>

### (viii) Acquisition of business assets of CAARPUS Technology Services Limited

Quess has entered into an Asset Transfer Agreement with CAARPUS Technology Services Limited ("Transferor") and its founder Mr. L Bharani Raj dated September 30, 2016 to purchase the business asset (copyright and trademarks for using E-catalogue software and other intangibles). The transferor is engaged in the business of providing technology based solutions for material management, coding, catalogue, inventory management etc. The total consideration paid is Rs. 50.0 lakhs. In accordance with Ind AS 103, the consideration paid requires to be allocated across identifiable assets acquired, at their respective fair values. Accordingly, the Group has recognised intangible assets aggregating Rs. 4.8 lakhs and remaining amount aggregating Rs. 45.2 lakhs is accounted as goodwill. The goodwill is attributable to value of benefits of expected synergies, future revenue and future market developments. {refer note 6(a)}.

### (ix) Transactions under common control

The Composite Scheme of Arrangement and Amalgamation between SOTC Travel Services Private Limited (earlier known as Kuoni Travel (India) Private Limited), Distant Frontiers Tours Private Limited, SITA Beach Resorts Private Limited, SITA Destination Management Private Limited, SITA Holidays (India) Private Limited, SITA Holidays Resorts Private Limited, SITA Incoming (India) Private Limited, SOTC Travel Private Limited (formerly known as SITA Travels Private Limited) and Travel Corporation (India) Limited (the Scheme) was approved by the National Company Law Tribunal (NCLT) at its hearing held on April 19, 2017. The Scheme has been filed with the Registrar of Companies on June 01, 2017 in pursuance of which it has become operative on and from June 01, 2017, the Effective Date. Accounting has been done as per the scheme approved by NCLT.

During the previous year, the Company has acquired SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited) from its subsidiary SOTC Travel Limited for a consideration of Rs. 1.0 Lakhs.

## B Acquisitions made by the Group in 2016-17

### (i) Acquisition of Quess Corp Lanka (Private) Limited

On April 26, 2016, Quess Corp Limited acquired 100% equity interest in Quess Corp Lanka (Private) Limited [formerly known as Randstad Lanka (Private) Limited] through its wholly owned subsidiary Quess Corp Holdings Pte. Ltd for a consideration of Rs. 387.2 lakhs. The business acquisition was effected by entering into a Share Purchase Agreement (SPA) dated October 14, 2015 with Randstad India Private Limited. Accordingly during the year Quess Corp Lanka (Private) Limited became the wholly owned subsidiary of Quess Corp Limited. Quess Corp Lanka (Private) Limited is one of the top five human resource services providers in Sri Lanka. This acquisition will enable the Group strengthen the position as a leading provider of integrated human resource solutions across staffing, permanent recruitment, executive search and recruitment process outsourcing.

The fair value of net assets acquired on the acquisition date as a part of the transaction amounted to Rs. 288.1 lakhs. The excess of purchase consideration over the fair value of net assets acquired has been attributed towards goodwill of Rs. 99.1 lakhs. The goodwill is attributable to value of benefits of expected synergies, future revenue and future market developments. Goodwill is not deductible for income tax purposes.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

The purchase price has been allocated based on the report of a valuer which is as follows:

Particulars	Acquiree's carrying Amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	2.9	-	2.9
Net assets (excluding above)	277.9	-	277.9
Deferred tax assets	7.2	-	7.3
<b>Total</b>	<b>288.1</b>	<b>-</b>	<b>288.1</b>
Goodwill			99.1
<b>Purchase consideration paid</b>			<b>387.2</b>

## (ii) Acquisition of Inticore VJP Advance Systems Private Limited

On December 1, 2016, Quess Corp Limited acquired 73.95% equity interest in Inticore VJP Advance Systems Private Limited ("IASPL") for a consideration of Rs. 349.9 lakhs. The business combination was effected by entering into a Share Subscription Agreement (SSA) dated October 14, 2015 with IASPL and promoters of IASPL. IASPL offer engineering solutions to clients including component design solutions, development engineering and sourcing management.

The purchase price has been allocated based on the report of a valuer which is as follows:

Particulars	Acquiree's carrying Amount	Fair value adjustments	Purchase price allocated
Property, plant and equipment	4.2	-	4.2
Net assets (excluding above)	338.6	-	338.6
Deferred tax assets	2.0	-	2.0
<b>Total</b>	<b>344.8</b>	<b>-</b>	<b>344.8</b>
<b>Share of the Group at 73.95%</b>			<b>255.0</b>
Non - controlling interests			(89.8)
Goodwill			94.9
<b>Purchase consideration paid</b>			<b>349.9</b>

## (iii) Acquisition of Comtel Solutions Pte Limited

On February 14, 2017, Quess Corp Limited through its wholly owned subsidiary Quesscorp Holdings Pte Ltd ("QHPL") had entered into Share Purchase Agreement ("SPA") with Comtel Solutions Pte. Ltd. ('Comtel') and its shareholder, Mr. Gopal Vasudev ("GV"), to acquire controlling stake in Comtel. Comtel is one of Singapore's independent staffing companies with services offered across staffing solutions, managed services solutions, and recruitment and search services. Quess Group in the previous year has opted for the measurement period exemption and has carried out the purchase price allocation on a provisional basis.

During the year, Quess Group has completed the purchase price allocation and has recognised assets and liabilities of the acquired business at its fair value including intangible assets. Based on the purchase price allocation, Quess Group has identified the customer relationships aggregating Rs. 7,966.7 lakhs as at February 14, 2017 to be amortised over its estimated useful life of 7 years. The fair value of net assets acquired on the acquisition date as a part of the transaction amounted to Rs. 13,600.7 lakhs. The excess of purchase consideration over the fair value of net assets acquired has been attributed towards goodwill aggregating to Rs. 11,864.9 lakhs. The goodwill is attributable to value of benefits of expected synergies, future revenue and future market developments. Goodwill is not deductible for income tax purposes. This acquisition is expected to provide with an increased share of Global technology solutions segment through access to the Comtel's customer base.

The fair value of purchase consideration is Rs. 25,465.6. The details are as follows:

Nature of consideration and terms of payment	Amount	Fair Value
1. Upfront cash consideration [refer note (a) below]	12,657.0	12,657.0
2. Additional consideration [refer note (a) below]	1,169.1	1,169.1
3. Financial liability [refer note (b) below]	12,531.4	11,639.5
<b>Total purchase consideration</b>	<b>26,357.5</b>	<b>25,465.6</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

- (a) As per the SPA, QHPL has acquired 64% equity shares of Comtel by paying an upfront cash consideration of SGD 268.49 lakhs and an additional consideration of SGD 24.80 lakhs. The additional consideration has been computed as per the predefined calculation based on the EBITDA of Comtel for the financial year ending March 31, 2017 and paid during the year.
- (b) As per the SPA, GV is committed to sell the remaining equity shares of 36% to QHPL by October 2018. The consideration for 36% of equity shares will be calculated as per the pre-defined calculation based on the EBITDA of Comtel for the half year ending September 30, 2018. The Quess Group has accounted the commitment to acquire remaining 36% equity shares as financial liabilities at its present value as on the reporting date.

The purchase price has been allocated based on Management's estimates of fair values as follows:

Particulars	Acquiree's carrying Amount	Fair value adjustments	Purchase price allocated
Net assets	6,988.3	-	6,988.3
Customer relationships	-	7,966.7	7,966.7
Deferred tax liability	-	(1,354.3)	(1,354.3)
<b>Total</b>	<b>6,988.3</b>	<b>6,612.4</b>	<b>13,600.7</b>
Goodwill			11,864.9
<b>Purchase consideration paid</b>			<b>25,465.6</b>

- (c) The impact of the purchase price allocation as compared to provisional allocation is as follows:

Particulars	March 31, 2017		
	Provisional purchase price allocation	Final purchase price allocation	Impact
Purchase price consideration	25,094.5	25,465.6	371.1
Net assets and liabilities acquired	6,988.3	6,988.3	-
Customer relationships	-	7,966.7	7,966.7
Deferred tax liability arising on identified intangibles	-	(1,354.3)	(1,354.3)
<b>Goodwill</b>	<b>18,106.1</b>	<b>11,864.9</b>	<b>(6,241.3)</b>

## 36 Interests in other entities

### (a) Non controlling interest ("NCI")

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

Summarised balance Sheet	PT Asian Trails Ltd (Indonesia)	AT Lao Co. Ltd (Laos)	Asian Trails Co. Ltd (Cambodia)	Asian Trails Tours Ltd. (Myanmar)	Asian Trails (Vietnam) Co. Ltd (Vietnam)	Quess Corp Limited	SITA World Travel (Nepal) Pvt Ltd
	March 31, 2018						
Current assets	2,431.8	469.4	1,948.5	1,201.0	4,535.7	-	2,290.4
Current liabilities	1,251.8	322.6	1,586.7	1,033.3	3,069.5	-	1,556.9
<b>Net current assets</b>	<b>1,180.0</b>	<b>146.8</b>	<b>361.8</b>	<b>167.7</b>	<b>1,466.2</b>	<b>-</b>	<b>733.5</b>
Non-current assets	61.8	45.4	32.6	30.7	4.3	-	278.1
Non-current liabilities	12.7	-	110.0	-	-	-	30.8
<b>Net non-current assets</b>	<b>49.1</b>	<b>45.4</b>	<b>(77.4)</b>	<b>30.7</b>	<b>4.3</b>	<b>-</b>	<b>247.3</b>
<b>Net assets</b>	<b>1,229.1</b>	<b>192.2</b>	<b>284.4</b>	<b>198.4</b>	<b>1,470.5</b>	<b>-</b>	<b>980.8</b>
<b>Accumulated NCI</b>	<b>418.0</b>	<b>38.4</b>	<b>14.2</b>	<b>29.8</b>	<b>441.3</b>	<b>-</b>	<b>365.4</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Summarised balance Sheet	PT Asian Trails Ltd (Indonesia)	AT Lao Co. Ltd (Laos)	Asian Trails Co. Ltd (Cambodia)	Asian Trails Tours Ltd. (Myanmar)	Asian Trails (Vietnam) Co. Ltd (Vietnam)	Quess Corp Limited	SITA World Travel (Nepal) Pvt Ltd
	March 31, 2017						
Current assets	-	-	-	-	-	142,038.7	1,032.3
Current liabilities	-	-	-	-	-	109,740.8	1,146.9
Net current assets	-	-	-	-	-	32,297.9	(114.6)
Non-current assets	-	-	-	-	-	140,918.1	1,454.6
Non-current liabilities	-	-	-	-	-	46,045.1	-
Net non-current assets	-	-	-	-	-	94,873.0	1,454.6
Net assets	-	-	-	-	-	127,170.9	1,340.0
Accumulated NCI	-	-	-	-	-	27,893.7	488.2

Summarised statement of profit and loss	PT Asian Trails Ltd (Indonesia)	AT Lao Co. Ltd (Laos)	Asian Trails Co. Ltd (Cambodia)	Asian Trails Tours Ltd. (Myanmar)	Asian Trails (Vietnam) Co. Ltd (Vietnam)	Quess Corp Limited	SITA World Travel (Nepal) Pvt Ltd
	March 31, 2018						
Revenue	6,397.4	1,525.0	4,148.4	3,469.6	9,539.9	569,764.6	2,228.2
Profit for the year	519.3	26.3	212.8	(178.6)	848.6	27,992.3	133.3
Other comprehensive income	-	-	-	-	-	(275.6)	-
Total comprehensive income	519.3	26.3	212.8	(178.6)	848.6	27,716.7	133.3
Profit allocated to NCI	176.6	5.3	10.6	(26.8)	254.6	15,729.1	48.9

Summarised statement of profit and loss	PT Asian Trails Ltd (Indonesia)	AT Lao Co. Ltd (Laos)	Asian Trails Co. Ltd (Cambodia)	Asian Trails Tours Ltd. (Myanmar)	Asian Trails (Vietnam) Co. Ltd (Vietnam)	Quess Corp Limited	SITA World Travel (Nepal) Pvt Ltd
	March 31, 2017						
Revenue	-	-	-	-	-	433,035.4	1,836.5
Profit for the year	-	-	-	-	-	11,762.7	79.8
Other comprehensive income	-	-	-	-	-	(527.9)	-
Total comprehensive income	-	-	-	-	-	11,234.8	79.8
Profit allocated to NCI	-	-	-	-	-	4,138.9	29.3

## (b) Interest in associate

- During the year, shareholding of the Company in Quess Corp Limited ("Quess") was reduced to 49.02% from 62.2%. The Board also recognized certain participative rights of Mr. Ajit Isaac and Net Resources Investments Private Limited in day-to-day management and operations of Quess. Accordingly, the results of Quess have been consolidated as a subsidiary upto February 28, 2018 and for the month of March 2018, the share of profit as an associate has been considered. Accordingly, Company's investment in Quess re-classify from a subsidiary to an associate company under Ind AS 110 with effect from March 01, 2018.

The following table summarizes the financial information of Quess as included in its own financial statements. The table also reconciles the summarized financial information to the carrying amount of the Group's interest in Quess.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Summarised balance Sheet	March 31, 2018	March 31, 2017
Percentage ownership interest	49.02%	-
Current assets	268,913.2	-
Current liabilities	191,409.3	-
<b>Net current assets</b>	<b>77,503.9</b>	-
Non-current assets	220,950.1	-
Non-current liabilities	52,219.9	-
<b>Net non-current assets</b>	<b>168,730.2</b>	-
<b>Net assets</b>	<b>246,234.1</b>	-
Group's share of net assets	120,716.1	-
<b>Carrying Value of investment</b>	<b>725,021.1</b>	-

Summarised statement of profit and loss	March 31, 2018	March 31, 2017
Revenue	52,653.6	-
Profit for the year	2,983.9	-
Other comprehensive income	(110.7)	-
<b>Total comprehensive income</b>	<b>2,873.2</b>	-
Group's share of profit for the year	1,462.9	-
<b>Group's share of total comprehensive income</b>	<b>1,408.6</b>	-

- ii) During the year, Travel Corporation (India) Limited, a wholly owned subsidiary of the Company, has entered into a Joint Venture Agreement with DER Touristik Group and formed a Company 'TCI Go Vacation India Private Limited' operational from Delhi NCR and subscribed 49% of equity share capital of that company.

The following table summarizes the financial information of TCI GO as included in its own financial statements. The table also reconciles the summarized financial information to the carrying amount of the Group's interest in TCI GO.

Summarised balance Sheet	March 31, 2018	March 31, 2017
Percentage ownership interest	49.0%	-
Current assets	3,813.4	-
Current liabilities	3,268.2	-
<b>Net current assets</b>	<b>545.2</b>	-
Non-current assets	8.2	-
Non-current liabilities	-	-
<b>Net non-current assets</b>	<b>8.2</b>	-
<b>Net assets</b>	<b>553.4</b>	-
Group's share of net assets	271.2	-
<b>Carrying amount of interest in associates</b>	<b>271.2</b>	-
<b>Value of investment</b>	<b>271.2</b>	-

Summarised statement of profit and loss	March 31, 2018	March 31, 2017
Revenue	6,020.7	-
Profit for the year	353.4	-
Other comprehensive income	-	-
<b>Total comprehensive income</b>	<b>353.4</b>	-
Group's share of profit (49%)	173.2	-
<b>Group's share of total comprehensive income</b>	<b>173.2</b>	-

## Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

- iii) During the previous year ended March 31, 2017, Qess Group had entered into Share Purchase Agreement ("SPA") with Terrier Security Services (India) Private Limited ("Terrier") and its shareholders dated October 19, 2016, to acquire 74.00% stake subject to the approval of Ministry of Home Affairs ("MHA") for consideration as per the terms mentioned in the SPA. In the previous year, Qess Group had acquired 49.00% stake for a consideration of 7,200.00 lakhs ('First Tranche'). Balance 25% stake will be acquired after receiving approval from MHA ('Second Tranche'). As MHA approval is not yet received, Terrier continues to be an associate of the Qess.

The following table summarizes the financial information of Terrier as included in its own financial statements, adjusted for fair value adjustments at acquisitions and differences in accounting policies. The table also reconciles the summarized financial information to the carrying amount of the Group's interest in Terrier.

Summarised balance Sheet	March 31, 2018	March 31, 2017
Percentage ownership interest	-	49.0%
Current assets	-	8,141.8
Current liabilities	-	6,813.8
<b>Net current assets</b>	-	<b>1,328.0</b>
Non-current assets	-	1,260.6
Non-current liabilities	-	79.0
<b>Net non-current assets</b>	-	<b>1,181.6</b>
<b>Net assets</b>	-	<b>2,509.7</b>
Less: Other equity - Deemed capital contribution corporate guarantee	-	11.0
<b>Net assets</b>	-	<b>2,498.7</b>
Group's share of net assets	-	1,224.3
<b>Carrying amount of interest in associates</b>	-	<b>1,224.3</b>
Add: Other equity - Deemed capital contribution corporate guarantee	-	11.0
<b>Value of investment</b>	-	<b>1,235.3</b>

Summarised statement of profit and loss	March 31, 2018	March 31, 2017
Revenue	32,989.2	10,440.2
Profit for the year	241.8	52.8
Other comprehensive income	31.4	111.1
<b>Total comprehensive income</b>	<b>273.2</b>	<b>163.9</b>
Group's share of profit (49%)	118.5	25.9
<b>Group's share of total comprehensive income</b>	<b>133.9</b>	<b>80.3</b>

- iv) During the previous year ended March 31, 2017, Qess has entered into Share Subscription Agreement ("SSA") dated October 19, 2016 with Simpliance Technologies Private Limited ("Simpliance") and its shareholders to acquire equity stake of 45.00% in Simpliance for a consideration of Rs. 250.0 lakhs. In accordance with SSA, the Group has acquired 45.00% equity stake and accordingly Simpliance has become the associate of the Group.
- v) During the year ended March 31, 2018, Qess has entered into a Share Subscription Agreement ("SSA") dated June 21, 2017 with Heptagon Technologies Private Limited ("Heptagon") and has acquired 46.00% of shares for a consideration of Rs. 977.0 lakhs. Accordingly, Heptagon has become the associate of the Group.
- vi) During the year, Qess has entered into Agreement dated November 24, 2017 with Trimax IT Infrastructure & Services Limited to subscribe 51.00% equity stake in Trimax Smart Infraprojects Private Limited. In accordance with the agreement, Qess has subscribed 51.00% stake for a consideration of Rs. 0.51 lakhs during the year. Considering provisions of the agreement, the Group has classified investment in Trimax Smart Infraprojects Private Limited as associate as per Ind AS 28, Investment in Associates.

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

- vii) During the year, Quess through its wholly owned subsidiary Quess (Philippines) Corp subscribed to 10,000 shares with par value of Peso 100 each, or equivalent to 25.00% of the common capital stock of Quess Recruit, Inc. In accordance with the agreement, Quess Group has subscribed 25.00% stake for a consideration of Peso 250,000 (Rs. equivalent 3.10 lakhs) during the year. Accordingly, Quess Recruit has become the associate of the Group.
- viii) During the previous year ended March 31, 2017, Quess has entered into an agreement with CPI Engineering Services SDN. BHD ("CPI") and incorporated Himmer Industrial Services (M) SDN. BHD ("Himmer") in which the Quess Group has 49.00% equity stake. Considering provisions of the agreement, the Group has classified investment in Himmer as joint venture as per Ind AS 111, Joint Arrangements.
- ix) The following table analyses the Group's interests in individually immaterial associates (refer note iv, v, vi and vii above) and joint venture (refer note viii above) in the share of profit and other comprehensive income.

Summarised statement of profit and loss	March 31, 2018	March 31, 2017
Share in profit / (loss) for the year	(82.0)	(13.4)
Share in other comprehensive income	-	-
<b>Share in total comprehensive income</b>	<b>(82.0)</b>	<b>(13.4)</b>

- x) Commitments and contingent liabilities in respect of associates

Particulars	March 31, 2018	March 31, 2017
(a) Share of capital commitments in associates	348.6	-
(b) Share of contingent liabilities in associates	4,301.0	-

### 37 Exceptional Item

Particulars	March 31, 2018	March 31, 2017
Fair value gain on loss of control of subsidiary (a)	582,656.8	-
Provision for impairment of property, plant and equipments and intangible assets (b)	(9.9)	-
Penalty (c)	(100.0)	-
<b>Total</b>	<b>582,546.9</b>	<b>-</b>

- (a) During the year, shareholding of the Company in Quess Corp Limited ("Quess") was reduced to 49.02% from 62.2%. The Board also recognized certain participative rights of Mr. Ajit Isaac and Net Resources Investments Private Limited in day-to-day management and operations of Quess. Consequent to this, the Company accounted the same as loss of control of subsidiary as per the requirement of Ind AS. Accordingly, the results of Quess have been consolidated as a subsidiary upto February 28, 2018 and for the month of March 2018, the share of profit as an associate has been considered. Accordingly, Company's investment in Quess re-classify from a subsidiary to an associate company under Ind AS 110 with effect from March 01, 2018, consequently the Company has recognised fair value gain of Rs. 590,321.6 lakhs (Rs. 582,656.8 lakhs as exceptional item and Rs. 7,664.8 lakhs reversal of deferred tax liability).
- (b) During the year, Thomas Cook (Lanka) Private Limited, a subsidiary of the Company, has tested for impairment with respect to property plant & equipment and intangible assets and recognised a impairment loss of Rs. 9.9 lakhs.
- (c) Pursuant to Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited ("SHRIL"), Thomas Cook Insurance Services (India) Limited ("TCISIL") and the Company, an Order was passed by Competition Appellate Tribunal (COMPAT) for setting aside the impugned order of Competition Commission of India (CCI). Upon an appeal of CCI, Hon'ble Supreme Court of India by its order dated April 17, 2018 restored the order passed by CCI imposing penalty of Rs. 100.0 lakhs with no costs on the Company. The amount is included in the exceptional items in the statement of profit and loss for the year ended March 31, 2018.



# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### 38 Property related matters

- (a) During the financial year 2011-12, pursuant to One Time Settlement (OTS) scheme, Sterling had fully settled the dues of a Financial Institution (FI) and also obtained a 'No Due' certificate. However, the FI has not released the title deeds of the properties given as security for the reason that a Third Party has filed a writ petition against the FI challenging the cancellation of sale of the said property to them. Sterling is also a party to the said writ petition. The said writ petition was disposed off by Hon'ble High Court of Madras, against Sterling. Sterling has preferred Special Leave Petition (SLP) before the Hon'ble Supreme Court of India and the Court has ordered 'Status quo' in all respects concerning the said properties. The net book value of land and building as at March 31, 2018 in respect of the said property aggregates to Rs. 4,490.3 lakhs (March 31, 2017: Rs. 4,587.9 lakhs). In view of management and based on the independent legal opinion obtained, Sterling has a fair chance to succeed in appeal pending before Hon'ble Supreme Court of India.
- (b) Sterling had in the past transferred a property at Goa and part of the sale consideration amounting to Rs. 527.1 lakhs (March 31, 2017: Rs. 527.1 lakhs) (included under "Other Financial Assets") is retained by the buyer pending compliance of certain conditions. Sterling is confident of recovering this amount as it has taken effective steps for discharge of its obligations. Sterling is also legally advised that it has the right of vendor's lien against the immovable property sold to the extent of amount due. Sterling has filed a suit against the buyer for recovery of the amount. In view of the aforesaid, the above amount is considered good and recoverable by Management.
- (c) Sterling had in the past transferred a property of 7.3 acres out of 10.3 acres land parcel at Chail for consideration and with a condition that the buyer would construct 10 cottages in the 3 acres land retained by Sterling and handover the same. However, the buyer had taken the possession of the entire parcel of land and had not fulfilled the condition. The book value of the land is Rs. 87.4 lakhs. The title deeds for 3 acres of land is not available with Sterling. There is an arbitration award in favour of Sterling which Sterling is enforcing in the court of law. Sterling is of the view that it has a fair chance to succeed in its plea.

#### (d) Other property related matters

Property	Written down value	Remarks
Kodai Valley view	108.9	Title documents submitted with court as part of the plaint filed in response to litigation for title.
Hubli	6.6	Sale deed not registered in the name of Sterling. Sterling has paid the entire consideration and taken over possession of the property. Seller company has been liquidated. Sterling needs to file necessary suit to register the title.
Peermedu	1,514.6	Sterling is in possession of a leasehold land in Peermedu under finance lease. The lease deed relating to this land is yet to be registered by Sterling. Sterling has approached the Sub-court of Kattappana for suo-moto registration of the title deed in its name, based on underlying sale agreements.

### 39 Contingent liabilities and contingent assets

#### Contingent liabilities

Particulars	March 31, 2018	March 31, 2017
Claims against the Group not acknowledged as debts		
Demand from Bombay Electric Supply and Transport for electricity charges	19.6	19.6
Disputed claims made by clients, vendors, employees and property related matter	2,611.3	1,890.7
Disputed Labour law suits	2.1	-
Provident Fund	-	257.3
Bonus	-	3,258.8
Direct and Indirect tax matters *	8,348.2	9,032.6
Bank guarantees issued against performance of contract	109.6	161.5
Disputed demand for increase in rent raised by Brihanmumbai Municipal Corporation	713.1	671.8
Luxury tax related demands under appeal	2,093.8	1,213.1

\*excludes show cause notices which have been responded by the Group, stay order obtained and against which no demands have been raised as of date

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

- (a) It is not practicable for the Group to estimate the timing of cash flows, if any, in respect of the above pending resolution of the respective proceedings.
- (b) The Group does not expect any reimbursement in respect of the above contingent liabilities.

### 40 Commitments

#### (a) Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	March 31, 2018	March 31, 2017
Estimated value of contracts on capital account remaining to be executed	735.9	3771.2

#### (b) Non-cancellable operating leases

The group leases various offices, warehouses and retail stores under non-cancellable operating leases expiring within eleven months to nine years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

Particulars	March 31, 2018	March 31, 2017
<b>Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:</b>		
Within one year	4,577.9	6,350.4
Later than one year but not later than five years	10,676.9	13,864.9
Later than five years	3,383.4	2,794.4

#### Rental expense relating to operating leases

Particulars	March 31, 2018	March 31, 2017
Minimum lease payments	19,427.4	16,909.3

#### (c) Financing leases

Particulars	March 31, 2018	March 31, 2017
(i) Minimum lease payments payable		
Not later than one year	19.2	1,634.6
Later than one year but not later than five years	46.5	2,351.9
	<b>65.7</b>	<b>3,986.5</b>
(ii) Present value of minimum lease payments payable		
Not later than one year	14.1	1,521.7
Later than one year but not later than five years	39.1	2,207.6
	<b>53.2</b>	<b>3,729.3</b>
(iii) Reconciliation of minimum lease payments and their present value		
Minimum lease payments payable as per (i) above	65.7	3,986.5
Less: Finance charges to be recognised in subsequent years	12.5	257.2
<b>Present value of minimum lease payments payable as per (ii) above</b>	<b>53.2</b>	<b>3,729.3</b>
(iv) Finance charges recognised in the statement of profit and loss	15.0	135.5

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### 41 Investments in sole proprietorship establishments

Styra Corp Management Services ("Styra") and IME Consultancy ("IME") are sole proprietorship establishments incorporated in Dubai, United Arab Emirates. Both these entities are registered in the name of Mr. Ajit Isaac and Mr. Mohamed Mazarooki has been appointed as local service agent. During the year, the Company has transferred the license of IME consulting in the name of Quesscorp Holdings Pte Ltd ("QHPL") and accordingly all the assets and liabilities of IME Consulting has become the assets and liabilities of QHPL as on April 01, 2017.

The Quess Group, based on a legal advice received from an external lawyer of Dubai, has not consolidated Styra as the Management believe that it will continue to operate as sole establishment under the registered ownership of and professional licenses held by Mr. Ajit Isaac, in accordance with applicable laws of United Arab Emirates. The Quess Group only holds the beneficial rights, title and interests and benefits derived there from assets and business of Styra, and does not directly or indirectly hold any voting power in it.

### 42 Business acquisitions

During the previous year, the Quess Corp Limited ("Quess") had entered into definitive agreement with Manipal Integrated Services Private Limited ("MIS") dated November 28, 2016 to demerge the Facility Management Business and Catering Business (together means "Identified Business") of MIS through the Scheme of Arrangement ("the Scheme"). The Quess Board vide its meeting dated November 28, 2016 had approved the draft Scheme of arrangement and filed the Scheme with BSE and NSE. Quess in the previous year had received the approval from BSE and NSE dated March 23, 2017 and March 27, 2017 respectively and has filed the Scheme with National Company Law Tribunal (NCLT) dated April 26, 2017.

During the year ended March 31, 2018, Quess has obtained approval from the National Company Law Tribunal ("NCLT") dated November 30, 2017, to merge Identified Business of MIS. The scheme has been filed with Registrar of Companies ("ROC") on December 13, 2017. The appointed date of the scheme is December 1, 2016 which is the effective date of merger approved by NCLT. The NCLT order override the requirements under Ind AS 103, Business Combinations, and hence Quess has considered the date of acquisition as December 1, 2016. Quess has considered the said merger as a business acquisition from the appointed date and accordingly have restated its previous years numbers including Earnings Per Share ("EPS").

The identified business includes two subsidiaries namely Master Staffing Solutions Private Limited ("MSSP") (100.00% owned) and Golden Star Facilities & Services Private Limited ("GSFS") (60.00% owned). Quess has a contractual commitment to acquire the non-controlling interest in Golden Star Facilities & Services Private Limited, of which, 10.00% was acquired during the year. During the year Quess has completed the purchase price allocation and has recognised assets and liabilities of the acquired business at its fair value including intangible assets. Post allocation of purchase price, Quess has recorded a goodwill of Rs. 60,055.1 lakhs.

On acquisition of Comtel Solutions Pte Limited, the Group, in the previous year has opted for the measurement period exemption and has carried out the purchase price allocation on a provisional basis. During the year, Quess has completed the purchase price allocation and has recognised assets and liabilities of the acquired business at its fair value including intangible assets. The accounting entries have been given impact to the previous year by restating reported numbers.

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

A table showing the impact of the above two restatements is given below:

Balance Sheet (extract)	As at March 31, 2017 (as previously reported)	Effect of restatement	As at March 31, 2017 (Restated)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	69,725.5	555.2	70,280.7
Capital work-in-progress	4,184.8	-	4,184.8
Goodwill	125,465.7	53,997.6	179,463.3
Other intangible assets	15,645.7	18,895.7	34,541.4
Intangible assets under development	1,417.5	-	1,417.5
Investment accounted for using equity method	7,398.3	-	7,398.3
Financial assets			
- Investments	22,377.8	(22,000.0)	377.8
- Loans	96.4	-	96.4
- Trade receivables	5,503.8	-	5,503.8
- Other financial assets	7,248.6	154.4	7,403.0
Deferred tax assets	3,928.7	(784.8)	3,143.9
Other non-current assets	1,828.6	8.0	1,836.6
Non-current tax assets	31,971.5	533.4	32,504.9
<b>Total non-current assets</b>	<b>296,792.9</b>	<b>51,359.5</b>	<b>348,152.4</b>
<b>Current assets</b>			
Inventories	753.1	135.9	889.0
Financial assets			
- Investments	14,155.6	-	14,155.6
- Trade receivables	93,880.7	6,255.4	100,136.1
- Cash and cash equivalents	119,942.0	262.4	120,204.4
- Bank balances other than cash and cash equivalents	17,660.0	36.6	17,696.6
- Loans	1,488.8	23.1	1,511.9
- Other financial assets	51,370.8	91.3	51,462.1
Other current assets	45,262.0	152.2	45,414.2
<b>Total current assets</b>	<b>344,513.0</b>	<b>6,956.9</b>	<b>351,469.9</b>
<b>TOTAL ASSETS</b>	<b>641,305.9</b>	<b>58,316.4</b>	<b>699,622.3</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	3,667.6	-	3,667.6
Other equity			
Share application money pending allotment	15.6	-	15.6
Reserves and surplus	148,396.8	519.2	148,916.0
Shares to be issued pursuant to merger	-	46,030.5	46,030.5
<b>Equity attributable to shareholders of the company</b>	<b>152,080.0</b>	<b>46,549.7</b>	<b>198,629.7</b>
Non controlling Interests	28,072.5	309.4	28,381.9
<b>Total Equity</b>	<b>180,152.5</b>	<b>46,859.1</b>	<b>227,011.6</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
- Borrowings	73,763.4	-	73,763.4
- Other financial liabilities	14,261.0	2,946.8	17,207.8
Provisions	878.2	-	878.2
Employee benefit obligations	2,493.0	119.7	2,612.7
Deferred tax liabilities	14,135.2	-	14,135.2
Other non-current liabilities	31,613.5	-	31,613.5
<b>Total non-current liabilities</b>	<b>137,144.3</b>	<b>3,066.5</b>	<b>140,210.8</b>
<b>Current liabilities</b>			
Financial liabilities			
- Borrowings	55,582.3	1,356.7	56,939.0
- Trade payables	121,584.7	1,462.0	123,046.7
- Other financial liabilities	23,701.9	770.7	24,472.6
Provisions	18,012.5	-	18,012.5
Employee benefit obligations	29,287.9	2,387.0	31,674.9
Current tax liabilities	1,122.2	(301.1)	821.1
Other current liabilities	74,717.6	2,715.5	77,433.1
<b>Total current liabilities</b>	<b>324,009.1</b>	<b>8,390.8</b>	<b>332,399.9</b>
<b>Total liabilities</b>	<b>461,153.4</b>	<b>11,457.3</b>	<b>472,610.7</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>641,305.9</b>	<b>58,316.4</b>	<b>699,622.3</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Statement of Profit or Loss (extract)	For the year ended March 31, 2017 (as previously reported)	Effect of restatement	For the year ended March 31, 2017 (Restated)
<b>Income</b>			
Revenue from operations	858,799.6	17,442.8	876,242.4
Other income	7,504.2	(1,002.3)	6,501.9
Other gains (net)	1,927.1	5.8	1,932.9
<b>Total income</b>	<b>868,230.9</b>	<b>16,446.3</b>	<b>884,677.2</b>
<b>Expenses</b>			
Cost of sales and services	337,118.6	2,449.9	339,568.5
Employee benefits expense	405,388.9	9,043.9	414,432.8
Finance cost	13,089.1	132.8	13,221.9
Advertisement and sales promotion expenses	9,730.4	8.3	9,738.7
Depreciation and amortisation expense	8,463.0	685.8	9,148.8
Other expenses	75,303.6	3,414.6	78,718.2
<b>Total expenses</b>	<b>849,093.6</b>	<b>15,735.3</b>	<b>864,828.9</b>
<b>Profit before exceptional item, share of net profits of investments accounted for using equity method and tax</b>	<b>19,137.3</b>	<b>711.0</b>	<b>19,848.3</b>
Share of profit from associates and joint venture accounted for using equity method	12.5	-	12.5
<b>Profit before exceptional items and tax</b>	<b>19,149.8</b>	<b>711.0</b>	<b>19,860.8</b>
Add : Exceptional item	-	-	-
<b>Profit before tax</b>	<b>19,149.8</b>	<b>711.0</b>	<b>19,860.8</b>
Less : Tax expense / (credit)			
Current tax	6,515.6	32.3	6,547.9
Deferred tax	4,867.1	(164.6)	4,702.5
<b>Total tax expenses</b>	<b>11,382.7</b>	<b>(132.3)</b>	<b>11,250.4</b>
<b>Profit for the period (A)</b>	<b>7,767.1</b>	<b>843.3</b>	<b>8,610.4</b>
<b>Other comprehensive income</b>			
Items that will be reclassified to profit or loss			
Exchange Differences on translation of Foreign Operations	(333.3)	10.8	(322.5)
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of post-employment benefit obligations	(133.8)	(38.6)	(172.4)
Income tax relating to items that will not be reclassified to profit or loss	112.2	13.1	125.3
Share of Other Comprehensive Income of equity accounted investees (net of income tax)	54.4	-	54.4
<b>Total other comprehensive income for the period, net of taxes (B)</b>	<b>(300.5)</b>	<b>(14.7)</b>	<b>(315.2)</b>
<b>Total comprehensive income/(expense) for the year (A+B)</b>	<b>7,466.6</b>	<b>828.6</b>	<b>8,295.2</b>

## Effect of restatement on EPS

Particulars	For the year ended March 31, 2017 (as previously reported)	Effect of restatement	For the year ended March 31, 2017 (Restated)
Profit after tax attributable to equity share holders of the company (Rs. In lakhs)	3,818.1	524.2	4,342.3
Weighted average number of shares used in computing basic earnings per share (in lakhs)	3,664.8	3,664.8	3,664.8
<b>Basic earnings per share</b>	<b>1.0</b>	<b>0.2</b>	<b>1.2</b>
Weighted average number of shares used in computing diluted earnings per share (in lakhs)	3,698.7	3,698.7	3,698.7
<b>Diluted earnings per share</b>	<b>1.0</b>	<b>0.2</b>	<b>1.2</b>

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

## 43 Statement showing amount of net assets, net assets as a percentage of consolidated assets, amount of share in profit or loss and share in profit or loss as a percentage of consolidated profit and loss

Entity	Percentage consolidated	Net assets	Net assets % to consolidated assets	Share in profit / (loss)	% of Consolidated Share in Profit/(loss)	Share in Other Comprehensive Income	% of Consolidated Other Comprehensive Income	Share in Total Comprehensive Income	% of Consolidated Total Comprehensive Income
<b>Parent</b>									
Thomas Cook (India) Limited	100.0%	169,044.5	19.49%	53,142.8	8.9%	(50.3)	59.4%	53,092.5	8.9%
<b>Subsidiaries - Indian</b>									
Travel Corporation (India) Limited	100.0%	20,958.6	2.42%	2,595.0	0.4%	(50.5)	59.7%	2,544.4	0.4%
Thomas Cook Tours Limited	100.0%	1,639.0	0.19%	618.8	0.1%	7.5	-8.8%	626.2	0.1%
Indian Horizon Marketing Services Limited	100.0%	1.4	0.00%	0.1	0.0%	-	0.0%	0.1	0.0%
TC Visa Services (India) Limited	100.0%	609.3	0.07%	214.7	0.0%	3.1	-3.7%	217.8	0.0%
Jardin Travel Solutions Limited	100.0%	(36.7)	0.00%	(132.2)	0.0%	-	0.0%	(132.2)	0.0%
Borderless Travel Services Limited	100.0%	(4.4)	0.00%	(0.3)	0.0%	-	0.0%	(0.3)	0.0%
Sterling Holiday Resorts Limited	100.0%	17,366.3	2.00%	(2,579.8)	-0.4%	303.8	-358.7%	(2,276.0)	-0.4%
Sterling Holidays (Ooty) Limited	98.0%	(441.9)	-0.05%	108.1	0.0%	1.2	-1.4%	109.3	0.0%
Sterling Holidays Resorts (Kodaikannal) Limited	98.0%	(762.5)	-0.09%	(40.5)	0.0%	(1.5)	1.8%	(42.0)	0.0%
Nature Trails Resorts Private Limited	100.0%	1,124.9	0.13%	(389.2)	-0.1%	(17.9)	21.1%	(407.1)	-0.1%
Qess Corp Limited #	49.0%	-	0.00%	23,454.7	3.9%	(296.8)	350.5%	23,157.9	3.9%
Aravon Services Private Limited #	49.0%	-	0.00%	1,261.6	0.2%	(12.9)	15.3%	1,248.6	0.2%
Coachieve Solutions Private Limited #	49.0%	-	0.00%	15.3	0.0%	(0.8)	0.9%	14.6	0.0%
MFx Infotech Private Limited #	49.0%	-	0.00%	257.8	0.0%	5.6	-6.6%	263.4	0.0%
Dependo Logistics Solutions Private Limited #	49.0%	-	0.00%	17.6	0.0%	-	0.0%	17.6	0.0%
CenterQ Business Solutions Private Limited #	49.0%	-	0.00%	0.1	0.0%	-	0.0%	0.1	0.0%
Excelus Learning Solutions Private Limited #	49.0%	-	0.00%	(448.5)	-0.1%	-	0.0%	(448.5)	-0.1%
Inticore VJP Advanced Solutions Private Limited #	36.3%	-	0.00%	(175.1)	0.0%	0.1	-0.1%	(175.1)	0.0%
ConnectQ Business Services Private Limited (Formerly known as Tata Business Support Services Private Limited) #	25.0%	-	0.00%	1,196.0	0.2%	(118.2)	139.5%	1,077.8	0.2%
Vedang Cellular Services Private Limited #	34.3%	-	0.00%	63.2	0.0%	42.6	-50.3%	105.8	0.0%
Master Staffing Solutions Private Limited #	49.0%	-	0.00%	289.1	0.0%	(0.6)	0.7%	288.5	0.0%
Golden Star Facilities and Services Private Limited #	34.3%	-	0.00%	637.1	0.1%	(18.1)	21.3%	619.0	0.1%
Monster.com (India) Private Limited #	49.0%	-	0.00%	(125.8)	0.0%	153.5	-181.2%	27.7	0.0%
SOTC Travel Limited (formerly known as SOTC Travel Private Limited)	100.0%	12,002.0	1.38%	995.8	0.2%	5.3	-6.3%	1,001.1	0.2%
SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited)	100.0%	0.3	0.00%	(0.2)	0.0%	-	0.0%	(0.2)	0.0%
TC Forex Services Limited (formerly known as Tata Capital Forex Limited)	100.0%	93.1	0.01%	(32.4)	0.0%	7.3	-8.6%	(25.1)	0.0%
TC Travel and Services Limited	100.0%	113.8	0.01%	(132.6)	0.0%	10.2	-12.0%	(122.4)	0.0%

# Notes to the Consolidated Financial Statements (Continued)

for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Entity	Percentage consolidated	Net assets	Net assets % to consolidated assets	Share in profit / (loss)	% of Consolidated Share in Profit/(loss)	Share in Other Comprehensive Income	% of Consolidated Other Comprehensive Income	Share in Total Comprehensive Income	% of Consolidated Total Comprehensive Income
<b>Subsidiaries - Foreign</b>									
Thomas Cook Lanka (Private) Limited	100.0%	1,157.8	0.13%	5.7	0.0%	(10.6)	12.5%	(4.9)	0.0%
Thomas Cook (Mauritius) Holding Company Limited	100.0%	782.4	0.09%	(7.5)	0.0%	(0.1)	0.1%	(7.6)	0.0%
Thomas Cook (Mauritius) Operations Company Limited	100.0%	2,447.8	0.28%	32.1	0.0%	180.6	-213.3%	212.7	0.0%
Thomas Cook (Mauritius) Holidays Limited	100.0%	57.8	0.01%	(24.0)	0.0%	5.4	-6.3%	(18.6)	0.0%
Luxe Asia Private Limited	100.0%	(406.6)	-0.05%	(63.5)	0.0%	4.2	-5.0%	(59.3)	0.0%
Travel Circle International Ltd	100.0%	6,006.0	0.69%	1,168.0	0.2%	(292.8)	345.8%	875.2	0.1%
Quess (Philippines) Corp #	49.0%	-	0.00%	24.8	0.0%	(10.1)	11.9%	14.7	0.0%
Brainhunter Systems Limited #	49.0%	-	0.00%	151.2	0.0%	(143.4)	169.3%	7.8	0.0%
Quess Corp (USA) Inc. #	49.0%	-	0.00%	(76.4)	0.0%	(2.0)	2.3%	(78.4)	0.0%
Quesscorp Holdings PTE. LTD, Singapore #	49.0%	-	0.00%	(873.7)	-0.1%	(1,226.8)	1448.7%	(2,100.5)	-0.4%
Quessglobal (Malaysia) SDN.BHD #	49.0%	-	0.00%	213.3	0.0%	49.9	-58.9%	263.1	0.0%
MFExchange Holdings Inc, Canada #	49.0%	-	0.00%	329.4	0.1%	(16.2)	19.1%	313.2	0.1%
Comtel Solutions Pte Ltd #	31.4%	-	0.00%	2,448.6	0.4%	611.1	-721.7%	3,059.7	0.5%
Quess Corp Lanka Private Limited #	49.0%	-	0.00%	234.3	0.0%	(11.6)	13.6%	222.8	0.0%
Comtelpro Pte. Limited #	25.0%	-	0.00%	(131.7)	0.0%	(0.4)	0.5%	(132.1)	0.0%
Comtelink Sdn. Bhd #	49.0%	-	0.00%	10.5	0.0%	12.2	-14.4%	22.7	0.0%
Monster.com.SG PTE Limited #	49.0%	-	0.00%	56.0	0.0%	9.7	-11.5%	65.8	0.0%
Monster.com.HK Limited #	49.0%	-	0.00%	(2.4)	0.0%	(2.7)	3.2%	(5.1)	0.0%
Monster Malaysia SDN. BHD #	24.0%	-	0.00%	(17.3)	0.0%	8.6	-10.2%	(8.7)	0.0%
SITA World Travel (Nepal) Pvt Ltd	63.3%	980.7	0.11%	133.3	0.0%	(8.8)	10.4%	124.5	0.0%
SITA World Travel Lanka (Pvt) Ltd	100.0%	(108.1)	-0.01%	(12.3)	0.0%	1.6	-1.8%	(10.8)	0.0%
Travel Circle International (Mauritius) Limited	100.0%	15,841.1	1.83%	(217.7)	0.0%	-	0.0%	(217.7)	0.0%
Private Safaris (East Africa) Limited	100.0%	1,181.0	0.14%	193.1	0.0%	5.7	-6.7%	198.8	0.0%
Kuoni Private Safaris (Pty.) Limited	100.0%	369.6	0.04%	(1,585.7)	-0.3%	106.3	-125.5%	(1,479.4)	-0.2%
Kuoni Private Safaris Namibia (Pty.) Limited	100.0%	(1,002.0)	-0.12%	(192.9)	0.0%	(85.9)	101.4%	(278.7)	0.0%
Desert Adventures Tourism LLC	100.0%	(5,178.9)	-0.60%	(381.4)	-0.1%	-	0.0%	(381.4)	-0.1%
Desert Adventure Tourism Limited	100.0%	211.4	0.02%	159.9	0.0%	-	0.0%	159.9	0.0%
Muscat Desert Adventure Tourism LLC	100.0%	221.0	0.03%	(72.8)	0.0%	-	0.0%	(72.8)	0.0%
Gulf Dunes LLC	100.0%	(534.1)	-0.06%	(276.5)	0.0%	-	0.0%	(276.5)	0.0%
Gulf Dunes Tourism LLC	100.0%	228.8	0.03%	(19.4)	0.0%	0.1	-0.1%	(19.3)	0.0%
Reem Tours & Travel LLC	100.0%	108.0	0.01%	-	0.0%	-	0.0%	-	0.0%
PT Asian Trails Limited	66.0%	1,229.1	0.14%	519.3	0.1%	-	0.0%	519.3	0.1%
Asian Trails Limited	100.0%	(1,745.4)	-0.20%	(513.9)	-0.1%	(32.3)	38.1%	(546.1)	-0.1%
Asian Trails (Malaysia) SDN BHD	100.0%	103.6	0.01%	36.8	0.0%	(26.2)	30.9%	10.6	0.0%
AT Lao Company Limited	80.0%	192.2	0.02%	26.3	0.0%	-	0.0%	26.3	0.0%
Asian Trails Holding Limited	100.0%	10,091.5	1.16%	472.5	0.1%	-	0.0%	472.5	0.1%
Asian Trails Company Limited	95.0%	284.4	0.03%	212.8	0.0%	-	0.0%	212.8	0.0%
Asian Trails Tours Limited	85.0%	221.0	0.03%	(176.6)	0.0%	0.4	-0.4%	(176.3)	0.0%
Kuoni Destination Management (Beijing) Limited	100.0%	450.8	0.05%	(60.9)	0.0%	24.8	-29.2%	(36.2)	0.0%



# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

Entity	Percentage consolidated	Net assets	Net assets % to consolidated assets	Share in profit / (loss)	% of Consolidated Share in Profit/(loss)	Share in Other Comprehensive Income	% of Consolidated Other Comprehensive Income	Share in Total Comprehensive Income	% of Consolidated Total Comprehensive Income
Chang Som Limited	100.0%	164.4	0.02%	10.2	0.0%	0.3	-0.3%	10.5	0.0%
Asian Trails (Vietnam) Company Limited	70.0%	1,470.5	0.17%	848.6	0.1%	-	0.0%	848.6	0.1%
Kuoni Australia Holding Pty. Ltd.	100.0%	(3,176.5)	-0.37%	(189.5)	0.0%	13.1	-15.4%	(176.4)	0.0%
Australia Tours Management Pty. Ltd	100.0%	1,288.8	0.15%	(7.9)	0.0%	(3.4)	4.0%	(11.2)	0.0%
Horizon Travel Services LLC	100.0%	(649.3)	-0.07%	(1,271.0)	-0.2%	-	0.0%	(1,271.0)	-0.2%
<b>Associate &amp; Joint Venture - Indian</b>									
Quess Corp Limited #	49.0%	120,716.1	13.92%	1,462.9	0.2%	(35.4)	41.7%	1,427.5	0.2%
Terrier Security Services (India) Private Limited #	-	-	0.00%	118.5	0.0%	-	0.0%	118.5	0.0%
Simpliance Technologies Private Limited #	-	-	0.00%	(34.3)	0.0%	-	0.0%	(34.3)	0.0%
Heptagon Technologies Private Limited #	-	-	0.00%	(54.4)	0.0%	-	0.0%	(54.4)	0.0%
Trimax Smart Infraprojects Private Limited #	-	-	0.00%	8.9	0.0%	-	0.0%	8.9	0.0%
TCI-Go Vacation India Private Limited	49.0%	271.2	0.03%	173.2	0.0%	-	0.0%	173.2	0.0%
<b>Associate &amp; Joint Venture - Foreign</b>									
Quess Recruit Inc.	-	-	0.00%	(0.8)	0.0%	-	0.0%	(0.8)	0.0%
Himmer Industrial Services (M) SDN BHD	-	-	0.00%	(1.4)	0.0%	-	0.0%	(1.4)	0.0%
Less: Minority interest in all subsidiaries (net)	-	(1,307.1)	-0.15%	(16,338.8)	-2.7%	140.5	-165.9%	(16,198.3)	-2.7%
Adjustment arising out of consolidation	-	493,463.6	56.91%	529,543.8	88.7%	846.3	-999.4%	530,390.1	88.9%
<b>Total</b>		<b>867,140.3</b>		<b>596,800.5</b>		<b>84.7</b>		<b>596,885.2</b>	

# Quess Corp Limited and its subsidiaries are consolidated as subsidiary till February 28, 2018, from March 01, 2018, Quess Corp Limited is consolidated as associate and applied equity method of consolidation.

### 44 Share issue by subsidiary

- During the previous year ended March 31, 2017, Quess Corp Limited ("Quess") has completed the Initial Public Offering (IPO) and raised a total capital of Rs. 40,000.0 lakhs by issuing 12,618,297 equity shares of Rs. 10 each at a premium of Rs. 307 per equity share. The equity shares of the Company got listed on NSE and BSE effective from July 12, 2016. The proceeds from IPO is Rs. 37,038.5 lakhs (net of issue expenses).
- During the year ended March 31, 2018, Quess has completed the Institutional Placement Programme (IPP) and raised a total capital of Rs. 87,392.2 lakhs by issuing 10,924,029 equity share of Rs. 10 each at a premium of Rs. 790 per equity share, consequently the change in minority interest has been recognised. The proceeds from IPP is Rs. 84,754.9 lakhs (net of estimated issue expenses).
- During the year ended March 31, 2018, Quess has issued 7,149,263 shares as consideration for acquisition of Identified business of Manipal Integrated Services Private Limited. Resultant change in minority interest has been recognised.

### 45 Sale of stake in Quess Corp Limited

During the current year, the Company has sold 5.42% equity stake in its subsidiary Quess Corp Limited. The sale of equity in Quess did not result in loss of control, therefore, as per Ind AS 110 gain of Rs. 62,835.9 lakhs (net of relevant selling expenses) on sale of shares have been credited to the consolidated retained earnings. Consequent to this the Company's stake in Quess was reduced to 51.56%.

# Notes to the Consolidated Financial Statements (Continued)

## for the year ended March 31, 2018

(All amounts in Rs. Lakhs, unless otherwise stated)

### 46 Transfer Pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the international as well as specified domestic transactions (if applicable) entered into with the associated enterprise during the financial year and expects such records to be in existence latest by the end of the stipulated timeline, as required by law. The Management is of the opinion that its international as well as specified domestic transactions (if any) are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for taxation.

### 47 Events occurring after the reporting period

#### (i) Declaration of final dividend:

Refer to Note 29(b) for the final dividend recommended by the directors which is subject to the approval of shareholders in the ensuing annual general meeting.

#### (ii) Scheme of Amalgamation and arrangement

The Board at its meeting held on April 23, 2018 approved the Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited ('TCIL'), Qess Corp Limited ('QCL'), Travel Corporation (India) Limited ('TCI'), TC Forex Services Limited (formerly known as Tata Capital Forex Limited) ('TCF'), TC Travel and Services Limited ('TCTSL') and SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited) ('SOTC TRAVEL') and their respective shareholders ('the Scheme') in accordance with the provisions of Section 230 to 232 read with Section 52, 55, and 66 of the Companies Act, 2013. The Scheme inter-alia provides:

- i. Demerger of the inbound business of TCI consisting of business of handling inward foreign tourist activity from TCI into SOTC TRAVEL; and
- ii. Amalgamation of residual TCI, TCF and TCTSL with TCIL; and
- iii. Demerger of the Human Resource Services Business of TCIL (including shares in QCL held by TCIL) into QCL. As a part of consideration, QCL will issue its own shares to the shareholders of TCIL.

The Scheme is subject to requisite statutory and regulatory approvals and sanction by the respective shareholders of each of the companies involved in the Scheme.

#### (iii) Redemption of Non-Convertible Debentures (Unsecured) (NCD)

Pursuant to the terms of issue of Non-Convertible Debentures (Unsecured) (NCD) that were issued and allotted on a private placement basis during the financial year 2013, the Company on April 16, 2018 redeemed 334 Non Convertible Debentures (under Tranche III) of Rs. 10 lakhs each aggregating to Rs. 3,334.0 lakhs. The said NCD is delisted from BSE & NSE.

**48** Pursuant to the acquisition agreement entered into by the Sterling Holiday Resorts Limited with the promoters of Nature Trails Resorts Private Limited (NTRPL), an amount of Rs. 500 lakhs with an interest of 12% will be paid to the promoters on the achievement of the agreed target. To enable this arrangement, NTRPL has issued 0.1 % Non-Cumulative Redeemable preference shares to the promoters which is redeemable at the end of 5 years. The management expects that NTRPL would achieve the target agreed with the promoter. Consequently, Rs. 610.8 lakhs (March 31, 2017 – Rs. 531.2 lakhs) has been recognized as contingent consideration. The fair value of the contingent consideration was estimated by calculating the present value of the future expected cash flow and the estimates are based on a discount rate of 15%. There are no changes to the above measurement, range of outcomes, valuation techniques from the acquisition date till the end of the current reporting period (i.e. March 31, 2018).

**49** Corresponding figures for year ended March 31, 2017 have been audited by another auditor who expressed an unmodified opinion dated May 25, 2017 on the Ind AS financial statements of the Company.

**50** The figures for the previous year are regrouped where ever required to conform to current year groupings in addition to the restatement done for the previous year figures. Also, the previous year figures are non comparable with that of the current year on account of acquisitions during the year (Refer note 35, 37 and 42).

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration Number: 101248W/W-100022

**Bhavesh Dhupelia**

Partner

Membership No: 042070

**Madhavan Menon**

Chairman and Managing Director

DIN : 00008542

**Brijesh Modi**

Chief Financial Officer

For and on behalf of the Board of Directors

Thomas Cook (India) Limited

CIN: L63040MH1978PLC020717

**Mahesh Iyer**

Executive Director and Chief Executive Officer

DIN : 07560302

**Amit Parekh**

Company Secretary and Compliance Officer

Membership No: ACS - 13648

Mumbai, May 29, 2018

Mumbai, May 29, 2018

# Information Regarding Subsidiary / Associate Companies for the year ended March 31, 2018

## Form AOC - I

(All amounts in Rs. Lakhs, unless otherwise stated)

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Sr. No.	Name of Subsidiary	Reporting Currency	Closing Exchange Rate	Date of Acquisition/ Incorporation	Reporting Period	Issued & subscribed Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Total income	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	Extent of Shareholding (in %)	Country
1	Travel Corporation (India) Limited	INR	1.00	28th December, 2006	31st March 2018	26,535.9	(5,577.3)	62,130.7	41,172.1	25,973.6	66,093.5	4,262.7	1,667.7	2,595.0	-	100.0%	India
2	TC Tours Limited (formerly known as Thomas Cook Tours Limited)	INR	1.00	26th December, 1989	31st March 2018	300.0	1,339.1	27,690.5	26,051.4	300.0	5,841.7	863.7	244.9	618.8	-	100.0%	India
3	Indian Horizon Marketing Services Limited	INR	1.00	26th December, 1989	31st March 2018	5.0	(3.6)	28.0	26.6	-	0.5	0.1	-	0.1	-	100.0%	India
4	TC Visa Services (India) Limited	INR	1.00	30th August, 2011	31st March 2018	5.0	604.3	1,473.9	864.6	-	1,031.1	303.1	88.4	214.7	-	100.0%	India
5	Jardin Travel Solutions Limited	INR	1.00	1st September, 2015	31st March 2018	100.0	(137.0)	68.0	105.0	-	47.0	(132.0)	-	(132.0)	-	100.0%	India
6	Borderless Travel Services Limited	INR	1.00	25th August, 2015	31st March 2018	0.5	(4.9)	-	4.4	-	-	(0.3)	-	(0.3)	-	100.0%	India
7	Thomas Cook Lanka (Private) Limited	LKR	0.42	20th April, 2012	31st March 2018	452.3	675.7	1,339.2	211.2	205.7	925.4	19.0	13.4	5.7	-	100.0%	Sri Lanka
8	Thomas Cook (Mauritius) Holding Company Limited	USD	65.18	9th February, 2000	31st March 2018	1,082.0	(15.0)	1,069.0	-	-	-	(6.5)	-	(6.5)	-	100.0%	Mauritius
9	Thomas Cook (Mauritius) Operations Company Limited	MUR	1.97	10th March, 2000	31st March 2018	1,970.0	475.2	2,866.7	421.6	935.6	1,130.0	56.1	(19.7)	75.8	-	100.0%	Mauritius
10	Thomas Cook (Mauritius) Holidays Limited	MUR	1.97	14th June, 2004	31st March 2018	361.1	(303.4)	366.6	308.9	-	179.7	(24.8)	-	(24.8)	-	100.0%	Mauritius
11	Luxe Asia (Private) Limited	LKR	0.42	27th July, 2015	31st March 2018	21.0	(429.1)	341.5	749.6	-	2,591.1	(66.2)	(2.6)	(63.6)	-	100.0%	Sri Lanka
12	Travel Circle International Ltd (Formerly known as Kuoni Travel (China) Limited)	HKD	8.31	10th September, 2015	31st March 2018	4,946.1	1,062.8	29,994.1	23,985.2	-	54,202.0	1,204.1	28.3	1,175.9	-	100.0%	Hong Kong
13	Sterling Holiday Resorts Limited	INR	1.00	18th August, 2015	31st March 2018	2,905.0	14,461.3	69,665.1	52,298.8	4,794.9	25,613.7	(2,579.8)	-	(2,579.8)	-	100.0%	India
14	Sterling Holidays (Ooty) Limited	INR	1.00	18th August, 2015	31st March 2018	5.0	(446.9)	194.3	636.2	-	1,542.9	121.3	13.2	108.1	-	98.0%	India

Sr. No.	Name of Subsidiary	Reporting Currency	Closing Exchange Rate	Date of Acquisition/ Incorporation	Reporting Period	Issued & subscribed Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Total income	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	Extent of Shareholding (in %)	Country
15	Sterling Holidays Resorts (Kodakannal) Limited	INR	1.00	18th August, 2015	31st March 2018	5.0	(767.5)	134.5	897.0	-	1,035.0	(40.5)	-	(40.5)	-	98.0%	India
16	TC Forex Services Limited (formerly known as Tata Capital Forex Limited)	INR	1.00	30th October, 2017	31st March 2018	1,185.0	(1,091.0)	6,533.0	6,439.0	-	585.0	(32.0)	-	(32.0)	-	100.0%	India
17	TC Travel and Services Limited	INR	1.00	30th October, 2017	31st March 2018	2,500.0	(2,386.2)	2,558.7	2,444.9	-	295.3	(132.6)	-	(132.6)	-	100.0%	India
18	SOTC Travel Limited (formerly known as SITA Travels Private Limited)	INR	1.00	16th December, 2015	31st March 2018	1.0	12,000.9	60,087.8	48,085.9	-	1,13,633.5	775.3	(220.5)	995.8	-	100.0%	India
19	Travel Circle International (Mauritius) Limited	USD	65.18	27th June, 2017	31st March 2018	16,060.4	(221.6)	20,955.4	5,116.6	3,265.5	(221.6)	-	-	-	-	100.0%	Mauritius
20	SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited)	INR	1.00	26th March, 2018	31st March 2018	1.0	(0.7)	0.4	0.1	-	-	(0.1)	-	(0.1)	-	100.0%	India
21	SITA World Travel (Nepal) Private Limited	NPR	0.62	16th December, 2015	31st March 2018	14.0	959.0	2,548.1	1,575.2	-	2,210.5	146.0	13.8	132.2	-	63.32%	Nepal
22	SITA World Travel Lanka (Private) Limited	LKR	0.42	16th December, 2015	31st March 2018	10.5	(119.0)	289.3	397.8	-	1,434.7	(12.0)	0.4	(12.3)	-	100.0%	Lanka
23	Horizon Travel Services LLC	USD	65.18		31st March 2018	638.8	(1,284.0)	4,673.4	5,318.7	-	16,790.4	(1,284.0)	-	(1,284.0)	-	100.0%	USA
24	Asian Trails Holding Limited	USD	65.18	29th June, 2017	31st March 2018	65.2	10,024.7	21,457.3	11,367.4	16,660.0	1,231.9	541.0	65.2	475.8	-	100.0%	Mauritius
25	Kuoni Destination Management (Beijing) Limited	CNY	10.36	29th June, 2017	31st March 2018	414.4	91.2	1,294.0	788.4	-	2,960.9	11.4	25.9	(14.5)	-	100.0%	China
26	Asian Trails Tours Limited	USD	65.18	29th June, 2017	31st March 2018	32.6	163.0	1,231.9	1,036.4	-	3,506.7	(45.6)	136.9	(182.5)	-	85.0%	Myanmar
27	Asian Trails Co. Limited	USD	65.18	29th June, 2017	31st March 2018	163.0	123.8	1,981.5	1,694.7	-	4,191.1	247.7	32.6	215.1	-	95.0%	Cambodia
28	AT Lao Co. Limited	USD	65.18	29th June, 2017	31st March 2018	130.4	58.7	514.9	325.9	-	1,544.8	45.6	19.6	26.1	-	80%*	Laos
29	PT Asian Trails Limited	USD	65.18	29th June, 2017	31st March 2018	110.8	1,114.6	2,496.4	1,271.0	-	6,465.9	547.5	26.1	521.4	-	66.0%	Indonesia
30	Asian Trails SDN. BHD.	MYR	16.85	29th June, 2017	31st March 2018	926.8	(758.3)	1,858.6	1,690.1	-	3,883.9	123.0	52.2	70.8	-	100.0%	Malaysia

Sr. No.	Name of Subsidiary	Reporting Currency	Closing Exchange Rate	Date of Acquisition/ Incorporation	Reporting Period	Issued & subscribed Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Total income	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	Extent of Shareholding (in %)	Country
31	Asian Trails (Vietnam) Co. Limited	USD	65.18	29th June, 2017	31st March 2018	91.3	1,375.3	4,543.0	3,076.5	-	9,646.6	873.4	19.6	853.9	-	70%*	Vietnam
32	Kuoni Private Safaris (Pty) Limited	ZAR	5.50	29th June, 2017	31st March 2018	27.5	342.1	2,288.0	1,918.4	-	6,759.7	(1,761.7)	(84.2)	(1,677.5)	-	100.0%	South Africa
33	Kuoni Private Safaris Namibia (Pty) Limited	NAD	5.50	29th June, 2017	31st March 2018	165.0	(1,167.1)	440.0	1,442.1	-	1,463.6	(308.0)	(103.4)	(204.6)	-	100.0%	Namibia
34	Private Safaris (East Africa) Limited	KES	0.63	29th June, 2017	31st March 2018	393.8	783.1	2,452.0	1,275.1	-	6,208.3	235.0	39.9	195.0	-	100.0%	Kenya
35	Kuoni Australia Holding Pty. Limited	AUD	49.99	29th June, 2017	31st March 2018	250.0	(3,429.3)	2,034.6	5,214.0	250.0	-	(220.0)	(30.0)	(190.0)	-	100.0%	Australia
36	Australia Tours Management Pty. Limited	AUD	49.99	29th June, 2017	31st March 2018	250.0	1,039.8	4,049.2	2,759.4	-	7,338.5	35.0	45.0	(10.0)	-	100.0%	Australia
37	Nature Trails Resorts Private Limited	INR	1.00	15th March, 2016	31st March 2018	147.6	977.3	3,878.2	2,753.4	4.0	982.6	(381.1)	8.1	(389.2)	-	100.0%	India
38	Asian Trails Limited	THB	1.92	29th June, 2017	31st March 2018	460.8	(2,177.3)	3,499.0	5,215.5	-	17,730.0	(423.7)	98.7	(522.4)	-	100.0%*	Thailand
39	Reem Tours and Travels LLC	AED	17.74	29th June, 2017	31st March 2018	53.2	55.0	108.2	-	-	-	-	-	-	-	100	UAE
40	Gulf Dunes LLC	AED	17.74	29th June, 2017	31st March 2018	53.2	(587.2)	956.2	1,490.2	-	2,402.0	(280.3)	-	(280.3)	-	100	UAE
41	Gulf Dunes Tourism LLC	OMR	169.28	29th June, 2017	31st March 2018	253.9	(16.9)	304.7	67.7	-	118.5	(16.9)	-	(16.9)	-	100	Oman
42	Desert Adventure Tourism LLC	AED	17.74	29th June, 2017	31st March 2018	53.2	(5,231.5)	8,948.1	14,126.4	255.5	26,205.5	(385.0)	-	(385.0)	-	100	UAE
43	Muscat Desert Adventure Tourism LLC	OMR	169.28	29th June, 2017	31st March 2018	253.9	(33.9)	558.6	338.6	-	795.6	(67.7)	-	(67.7)	-	100	Oman
44	Desert Adventure Tourism Limited	JOD	169.28	29th June, 2017	31st March 2018	91.9	119.5	1,277.7	1,066.3	-	2,867.9	165.5	-	165.5	-	100	Jordan
45	Chang Som Limited	THB	1.92	29th June, 2017	31st March 2018	115.2	49.3	195.5	30.9	-	348.7	14.0	3.6	10.4	-	100	Thailand

\*percentage above reflects dividend right held in the Company

Notes:

- Horizon Travel Holdings (Singapore) Private Limited wound up on 8th January, 2018
- MPX change (Ireland) Limited merged with MPXchange Holding Inc. on 16th September, 2017

**Form AOC - I (Contd.)**

(All amounts in Rs. Lakhs, unless otherwise stated)

**Part B: Associate/ Joint Venture**

Sl.No.	Name of the associate/ joint venture	Latest audited Balance Sheet Date	Date on which the Associate or Joint Venture was associated or acquired	Shares of Associate or Joint Ventures held by the company			Description of how there is significant influence	Reason why the associate / joint venture is not consolidated	Network attributable to shareholding as per latest audited Balance Sheet	Profit or Loss for the year	
				Number	Amount of Investment in Associates or Joint Venture	Extent of Holding (in percentage)				Considered in Consolidation	Not Considered in Consolidation
1	Qess Corp Limited	31.03.2018	14th May, 2013	7,13,23,496.00	16,624.95	49.02	More than 20% Holding	No Control	2,36,147.40	118.45	123.29
2	Terrier Security Services (India) Private Limited	31.03.2018	9th December, 2016	2,45,000	7,200.00	24.02	More than 20% Holding	No Control	1,490.78	118.45	123.29
3	Simpliance Technologies Private Limited	31.03.2018	2nd January, 2017	9,000	250.00	22.06	More than 20% Holding	No Control	46.42	(34.30)	(41.93)
4	Aravon Services Private Limited	31.03.2018	1st April, 2015	3,94,11,557	11	49.02	More than 20% Holding	No Control	2,478.85	1,378.64	-
5	CenterQ Business Solutions Private Limited	31.03.2018	25th January, 2017	10,000	1.00	49.02	More than 20% Holding	No Control	1.18	0.11	-
6	Coachieve Solutions Private Limited	31.03.2018	14th May, 2013	31,10,000	120.00	49.02	More than 20% Holding	No Control	(419.26)	16.76	-
7	Dependo Logistics Solutions Private Limited	31.03.2018	25th October, 2016	10,000	1.00	49.02	More than 20% Holding	No Control	19.50	19.26	-
8	Excelus Learning Solutions Private Limited	31.03.2018	9th January, 2017	10,000	18.48	49.02	More than 20% Holding	No Control	(504.70)	(490.13)	-
9	Inticore VJP Advance Systems Private Limited	31.03.2018	1st December, 2016	28,400	352.38	36.27	More than 20% Holding	No Control	149.77	-	-
10	MPX Infotech Private Limited	31.03.2018	20th August, 2014	10,00,000	110.50	49.02	More than 20% Holding	No Control	809.17	281.77	-
11	Brainhunter Systems Limited	31.03.2018	23rd October, 2014	1,43,00,100	233.20	49.02	More than 20% Holding	No Control	(1,114.10)	(184.35)	-
12	Brainhunter Companies LLC	31.03.2018	23rd October, 2014	-	-	49.02	More than 20% Holding	No Control	(1,339.33)	-	(252.10)
13	Mindwire Systems Limited	31.03.2018	23rd October, 2014	-	-	49.02	More than 20% Holding	No Control	(159.71)	-	601.70
14	QessCorp Holdings Pte. Limited	31.03.2018	16th June, 2015	3,44,80,431	16,933.82	49.02	More than 20% Holding	No Control	14,763.61	(954.74)	-
15	Comtel Solutions Pte. Limited	31.03.2018	14th February, 2017	3,20,000	25,650.24	31.37	More than 20% Holding	No Control	10,807.14	1,782.46	1,002.64
16	Qessglobal (Malaysia) Sdn. Bhd.	31.03.2018	12th August, 2015	5,00,000	83.30	49.02	More than 20% Holding	No Control	516.33	233.06	-
17	Qess Corp Lanka (Private) Limited (formerly known as Randstand Lanka (Private) Limited)	31.03.2018	26th April, 2016	12,16,284	387.16	49.02	More than 20% Holding	No Control	791.83	256.08	-
18	MPXchange Holdings Inc.	31.03.2018	1st January, 2016	1,095	357.14	49.02	More than 20% Holding	No Control	9,218.32	35.56	-
19	MPXchange (USA) Inc.	31.03.2018	1st January, 2016	-	-	49.02	More than 20% Holding	No Control	(13,695.90)	-	324.43
20	Qess (Philippines) Corp.	31.03.2018	14th May, 2013	86,000	122.74	49.02	More than 20% Holding	No Control	301.55	27.10	-
21	Qess Corp (USA) Inc	31.03.2018	19th November, 2013	1	62.54	49.02	More than 20% Holding	No Control	(105.98)	(83.50)	-
22	Heptagon Technologies Private Limited	31.03.2018	22nd June, 2017	12,778	977.00	22.55	More than 20% Holding	No Control	31.36	(54.36)	(63.81)
23	Agency Pekerjaan Qess Recruit Sdn. Bhd.	31.03.2018	23rd January, 2018	-	-	24.02	More than 20% Holding	No Control	-	-	-

Part B: Associate/ Joint Venture											
Sl.No.	Name of the associate/ joint venture	Latest audited Balance Sheet Date	Date on which the Associate or Joint Venture was associated or acquired	Shares of Associate or Joint Ventures held by the company on the year end			Description of how there is significant influence	Reason why the associate / joint venture is not consolidated	Network attributable to shareholding as per latest audited Balance Sheet	Profit or Loss for the year	
				Number	Amount of Investment in Associates or Joint Venture	Extent of Holding (in percentage)				Considered in Consolidation	Not Considered in Consolidation
24	ConnectQ Business Services Private Limited	31.03.2018	27th November, 2017	4,66,69,336	15,272.82	25.00	More than 20% Holding	No Control	17,655.22	666.57	640.43
25	Vedang Cellular Services Private Limited	31.03.2018	10th November, 2017	1,27,458	3,990.00	34.31	More than 20% Holding	No Control	2,121.26	48.38	20.73
26	Trimax Smart Infraprojects Private Limited	31.03.2018	15th December, 2017	5,100	0.51	25.00	More than 20% Holding	No Control	1.29	8.88	8.53
27	Golden Star Facilities and Services Private Limited	31.03.2018	1st December, 2016	7,00,000	3,768.20	34.31	More than 20% Holding	No Control	1,699.14	487.35	208.87
28	Master Staffing Solutions Private Limited	31.03.2018	1st December, 2016	10,10,000	1,284.00	49.02	More than 20% Holding	No Control	1,637.22	315.94	-
29	Monster.com (India) Private Limited	31.03.2018	8th February, 2018	4,99,98,00,000	9,479.28	49.02	More than 20% Holding	No Control	3,205.74	(137.46)	-
30	Ikyu Business Services Private Limited (under liquidation)	31.03.2018	17th June, 2014	-	-	49.02	More than 20% Holding	No Control	-	-	-
31	Ques Corp Vietnam Limited Liability Company	31.03.2018	26th March, 2018	-	-	49.02	More than 20% Holding	No Control	-	-	-
32	Comtel Solutions Pte Ltd	31.03.2018	10th October, 2017	3,20,000	25,650.24	25.00	More than 20% Holding	No Control	(48.01)	(92.12)	(51.82)
33	MFX Chile SpA	31.03.2018	15th December, 2017	-	-	49.02	More than 20% Holding	No Control	-	-	-
34	Monster.com SG Pte. Limited	31.03.2018	8th February, 2018	2	3,630.68	49.02	More than 20% Holding	No Control	394.35	56.04	-
35	Monster.com HK Limited	31.03.2018	8th February, 2018	3,87,00,000	171.38	49.02	More than 20% Holding	No Control	(329.62)	(2.44)	-
36	Monster Malaysia Sdn Bhd	31.03.2018	8th February, 2018	2,45,000	1,196.61	49.02	More than 20% Holding	No Control	274.33	(8.49)	(8.83)
37	Comtelink SDN. BHD	31.03.2018	14th November, 2017	10,00,000	166.22	31.37	More than 20% Holding	No Control	191.06	11.49	-
38	TCI-GO Vacation India Private Limited	31.03.2018	19th June, 2017	98,000	9,80,000.00	49.00	More than 20% Holding	No Control	553.38	173.16	180.22
39	Himmer Industrial Services (M) Sdn Bhd	31.03.2018	28th March, 2017	49,000	7.43	24.02	More than 20% Holding	No Control	(8.21)	(1.43)	(1.49)

For and on behalf of the Board of Directors  
Thomas Cook (India) Limited  
CIN: L63040MH1978PLC020717

**Madhavan Menon**  
Chairman and Managing Director  
DIN : 00008542

**Maresh Iyer**  
Executive Director and Chief Executive Officer  
DIN : 07560302

**Brijesh Modi**  
Chief Financial Officer  
Mumbai, May 29, 2018

**Amit Parekh**  
Company Secretary and Compliance Officer  
Membership No: ACS - 13648



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## Awards & Accolades



### Times Travel Awards 2018

- Best Outbound Tour Operator – Travel Agent and Operator Sector
- Editor's Choice – Leading Tour Company with cutting-edge travel innovations
- Best Business Travel Tour Operator for SOTC
- Best Domestic Tour Operator for SOTC

### TTG Travel Awards 2017 & National Tourism Awards

- Outstanding Achievements Award-Best Travel Entrepreneur of the Year: Thomas Cook India Group
- Best Travel Agency India: Travel Corporation (India) Ltd.
- Best Travel Agency Indochina: Asian Trails Ltd.

### National Tourism Awards 2015-2016

- Best Inbound Tour Operator - Hall of Fame

- Winner of The National Tourism Award for the 26th time

### French Ambassador's Travel Awards

- Diamond Award for registering the highest number of French visa deliveries in 2017 (for 3rd year in a row)

### Outlook Traveller Award

- Best Outbound Tour Operator 2018 for SOTC

### Today's Traveller Award

- Best Outbound Tour Operator 2017 for SOTC

### ICICI Lombard-CNBC TV18 India Risk Management Awards

- Best Risk Management Award Travel & Leisure Category 2018

### Adam Smith Awards Asia 2017

- Best SWIFT Solution Award at the Adam Smith Awards Asia 2017

### SATTE Awards, 2018

- Excellence in Domestic Tour

Operations – Operations more than 5 years Award'

### Digital Awards

- Best Travel App – Tour Manager Application – Drivers of Digital Awards 2017
- Best Travel Website Award at the IATA's India Digital Awards 2016
- Search Engine Optimisation at the DMAi Marketing Innovation Awards 2016
- Marketing on a Small Budget at the IMA Awards 2016
- Campaign India Digital Crest Awards 2016 – Search
- 2 awards at the CIO 100

### Symposium & Awards Ceremony | September 2017

- Mobile Maven Honoree 2017
- Digital Transformation Award

### Marriot Excellence in Partnership Award 2017-18

- Overall outstanding support – Global

### Working Mother & AVTAR 100

- Best Companies for Women in India 2017



**Registered Office:**

Thomas Cook (India) Limited

CIN: L63040MH1978PLC020717

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