

INDEPENDENT AUDITORS' REPORT

To the Members of Travel Corporation (India) Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Travel Corporation (India) Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss for the fifteen months from January 1, 2014 to March 31, 2015 ("the period") and Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the "Act") read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and General Circular 08/2014 dated April 4, 2014 issued by the Ministry of Corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying 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:
 - (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
 - (b) In the case of the Statement of Profit and Loss, of the profit for the period ended on that date; and
 - (c) In the case of the Cash Flow Statement, of the cash flows for the period ended on that date.



INDEPENDENT AUDITORS' REPORT

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Report on Other Legal and Regulatory Requirements

7. As required by 'the Companies (Auditor's Report) Order, 2003', as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (which corresponds to Section 143(11) of the Companies Act, 2013) (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act (which corresponds to Section 143(3) of the Companies Act, 2013) we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report comply with the Accounting Standards notified under the Act read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and General Circular 08/2014 dated April 4, 2014 issued by the Ministry of Corporate Affairs;
 - (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as March 31, 2015, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act (which corresponds to Section 164(2) of the Companies Act, 2013).

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants



Nagnath V Pai
Partner
Membership No. 036134

Place: Mumbai
Date: May 28, 2015

Annexure to Independent Auditors' Report

Referred to in paragraph 7 of the Independent Auditors' Report of even date to the members of Travel Corporation (India) Limited on the financial statements as of and for the fifteen months ended March 31, 2015

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets of the Company have been physically verified by the Management during the fifteen months period and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) In our opinion, and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the fifteen months period.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 4(ii) of the said Order are not applicable to the Company.
- iii. The Company has not granted/taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the register maintained under Section 301 of the Act (which corresponds to Section 189 of Companies Act, 2013). Therefore, the provisions of Clause 4(iii)[(b),(c) and (d) / (f) and (g)] of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. (a) According to the information and explanations given to us, there have been no contracts or arrangements that need to be entered in the register maintained under Section 301 of the Act (which corresponds to Section 189 of Companies Act, 2013).

(b) In our opinion, and according to the information and explanations given to us, there are no transactions made in pursuance of such contracts or arrangements exceeding the value of Rupees Five Lakhs in respect of any party during the fifteen months period.
- vi. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act (which corresponds to Sections 73, 74, 75 and 76 of the Companies Act, 2013) and the rules framed there under.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- viii. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act (which corresponds to sub-section (1) of Section 148 of the Companies Act, 2013) for any of the products of the Company.
- ix. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of service tax, provident fund, and professional tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including Income Tax, investor education and protection fund, employees' state insurance, wealth tax, customs duty excise duty and other material statutory dues, as applicable, with the appropriate authorities.



Annexure to Independent Auditors' Report

Referred to in paragraph 7 of the Independent Auditors' Report of even date to the members of Travel Corporation (India) Limited on the financial statements as of and for the fifteen months ended March 31, 2015

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- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of , sales tax, wealth tax, customs duty, and excise duty which have not been deposited on account of any dispute. The particulars of dues of income tax and service tax as at March 31, 2015 which have not been deposited on account of a dispute, are as follows


Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income-tax Act, 1961	Income-tax on certain disallowances	146,174,773	Assessment years 1995-1996 to Assessment year s2001-2002	Income Tax Appellate Tribunal
Service Tax Rules, 1994	Service Tax	527,339	Financial years 2003 to 2007	Assistant Commissioner – Service Tax

- x. The Company has no accumulated losses as at the end of the financial period and it has not incurred any cash losses in the financial period ended on that date or in the immediately preceding financial year.
- xi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the period, nor have we been informed of any such case by the Management.
- xii. Matters specified in clauses xi, xii, xiii, xiv, xv, xvi, xvii, xviii, xix, xx of paragraph 4 of the CARO, 2003 does not apply to the Company.

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants



Nagnath V Pai
Partner
Membership Number 036134

 Place: Mumbai
Date: 28 MAY 2015

Travel Corporation (India) Limited
Balance Sheet as at March 31, 2015

Amount in Rupees

	Note	As at March 31, 2015	As at December 31, 2013
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	15,766,980	15,766,980
Reserves and Surplus	4	602,148,326	641,992,254
		617,915,306	657,759,234
Non-current Liabilities			
Deferred Tax Liability (Net)	5	22,026,624	35,893,107
Current Liabilities			
Short Term Borrowings	6	15,095,856	-
Trade Payables	7	328,501,909	619,320,871
Other Current Liabilities	8	191,506,405	383,417,094
Short-term Provisions	9	5,455,729	2,625,363
Total		1,180,501,829	1,699,015,669
ASSETS			
Non-current Assets			
Fixed Assets			
Tangible Assets	10	237,113,885	247,033,736
Intangible Assets	11	11,426,437	18,460,543
Capital Work-in-Progress		-	2,197,230
Non-current Investments	12	500,000	500,000
Long-term Loans and Advances	13	55,989,335	62,610,908
Current Assets			
Current Investments	14	498,629,082	635,523,231
Trade Receivables	15	191,890,374	279,375,105
Cash and Bank Balances	16	27,076,475	24,746,482
Short-term Loans and Advances	17	118,608,217	394,967,672
Other Current Assets	18	39,268,024	33,600,762
Total		1,180,501,829	1,699,015,669
Summary of Significant Accounting Policies	2		
Contingent Liabilities, Capital Commitments	19, 20		

The notes are an integral part of these Financial Statements.

In terms of our report of even date

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants

For and on behalf of the Board

Nagnath V Pai
Partner
Membership No. 036134

Date: 28 MAY 2015
Place: MUMBAI

Madhavan Menon
Director

Debasis Nandy
Director

Date: 28 MAY 2015
Place: MUMBAI

Travel Corporation (India) Limited
Statement of Profit and Loss for the fifteen months period ended March 31, 2015

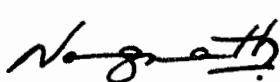
Amount in Rupees

	Note	Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
Revenue from Operations	21	519,114,835	379,479,431
Other Income	22	28,162,553	2,176,989
Total Revenue		547,277,388	381,656,420
Expenses			
Employee Benefits Expenses	23	262,615,042	197,807,378
Finance Costs	24	1,252,049	2,879
Depreciation and Amortization Expenses	25	20,721,251	13,831,002
Other Expenses	26	190,057,627	109,031,313
Advertisement Expenses		14,285,974	9,772,704
Total Expenses		488,931,943	330,445,276
Profit Before Tax		58,345,445	51,211,144
Tax expense:			
Current Tax		38,220,570	10,380,173
Less - MAT Credit Entitlement [Refer Note 34]		(2,145,794)	(10,380,173)
Net Current Tax		36,074,776	-
Deferred Tax		(13,866,483)	16,341,202
Profit After Tax		36,137,152	34,869,942
Earnings Per Equity Share	29	22.92	22.12
Basic and Diluted (Face value of Rs. 10 each)			
Summary of Significant Accounting Policies	2		

The notes are an integral part of these Financial Statements.

In terms of our report of even date

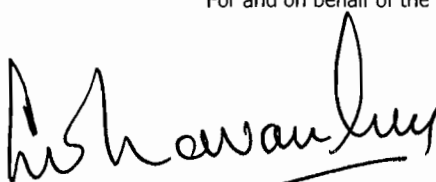
 For Lovelock & Lewes
 Firm Registration Number: 301056E
 Chartered Accountants



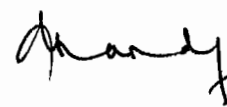
 Nagnath V Pai
 Partner
 Membership No. 036134

 Date: 28 MAY 2015
 Place: MUMBAI

For and on behalf of the Board



 Madhavan Menon
 Director



 Debasis Nandy
 Director

 Date:
 Place: MUMBAI



Travel Corporation (India) Limited
Cash Flow Statement for the fifteen months period ended March 31, 2015

Amount in Rupees

	As at March 31, 2015	As at December 31, 2013
Cash flow from operating activities		
Profit Before Tax	58,345,445	51,211,144
Adjustments for -		
Depreciation and Amortization	20,721,251	13,831,002
Interest Income	(11,739,868)	(78,688)
Interest on Income tax refund received	(1,520,832)	-
Finance Costs	1,252,049	2,879
Dividend on Mutual Funds	(12,158,778)	(845,285)
Loss on Sale of Fixed Assets (Net)	490,191	13,524,325
Bad Debts written off	12,677,781	307
Provision for Doubtful Debts and Advances (Net)	75,501,721	1,514,901
	85,223,515	27,949,441
Operating Profit before working capital changes	143,568,960	79,160,585
Changes in Working Capital -		
(Decrease) / Increase in Trade Payables	(46,320,405)	68,933,565
Increase / (Decrease) in Provisions	2,830,366	(773,150)
(Decrease) / Increase in Other Liabilities	(6,404,382)	19,530,987
(Increase) / Decrease in Trade Receivables	(262,182,158)	138,640,522
Decrease in Loans & Advances	31,010,241	17,391,290
Decrease in Other Assets	6,072,606	1,101,602
	(274,993,732)	244,824,816
Cash (used in) / generated From Operations	(131,424,772)	323,985,401
Direct Taxes Paid (Net of refund of taxes)	(1,808,796)	(15,083,482)
Interest on Income tax refund received	1,520,832	-
	(287,964)	(15,083,482)
Net cash (used in) / from Operating Activities	(131,712,736)	308,901,919
Cash flow from investing activities		
Purchase of Fixed Assets	(30,295,214)	(27,128,156)
Proceeds from sale of Fixed Assets	1,441,209	174,638
Purchase of Current Investments	(6,531,500,000)	(1,165,523,230)
Proceeds from sale of Current Investments	6,668,394,149	790,051,517
Investment in Sterling Holiday Resorts (India) Ltd	147,000,000	-
Sale of Investment in Sterling Holiday Resorts (India) Ltd	(147,000,000)	-
Interest Received	-	81,090
Dividend on Mutual Funds	12,158,778	845,285
	120,198,922	(401,498,856)
Net cash from / (used in) Investing Activities	120,198,922	(401,498,856)
Cash flow from financing activities		
Increase in Short Term Borrowings	15,095,856	-
Finance Costs paid	(1,252,049)	(2,879)
	13,843,807	(2,879)
Net cash from Financing Activities	13,843,807	(2,879)
Total Increase / (Decrease) in Cash and Cash Equivalents during the period / year	2,329,993	(92,599,816)
Cash and Cash Equivalents at the beginning of the period / year	24,746,482	117,346,298
Cash and Cash Equivalents at the end of the period / year	27,076,475	24,746,482

Notes:

- 1 The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 Cash Flow Statements.
- 2 Cash and Cash equivalents Refer Notes 2.8 and 16.
- 3 Previous year figures have been reclassified wherever necessary to conform to this period's classification.

This is the cash flow referred to in our report of even date

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants

Nagnath V Pai
Partner
Membership No. 036134

Date: 28 MAY 2015
Place: MUMBAI

For and on behalf of the Board

Madhavan Menon
Director

Debasis Nandy
Director

Date: 28 MAY 2015
Place: MUMBAI

Travel Corporation (India) Limited

Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015

1 General Information

Travel Corporation (India) Limited is engaged in Travel and Tourism business and working as Travel agent and Tour operator. The Company mainly operates in Inbound Tours. The Company is a 100% subsidiary of Thomas Cook (India) Limited.

2 Summary of Significant Accounting Policies:

2.1 Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Circular 15/2013 dated September 13, 2013 read with Circular 08/2014 dated April 4, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) {Companies (Accounting Standards) Rules, 2006, as amended} and other relevant provisions of the Companies Act, 1956. All assets and liabilities have been classified as current or non current as per the Company's operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 1956. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

2.2 Use of Estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires that the management makes estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates.

2.3 Employee Benefits

(i) Long term Employee Benefits

(a) Defined Contribution Plans

The Company has Defined Contribution Plans for Post Employment Benefits in the form of Provident Fund. Contributions to Defined Contribution schemes such as Provident Fund, etc. are charged to the Statement of Profit and Loss as incurred. The contributions are made to a government administered Provident Fund towards which the Company has no further obligations beyond its monthly contributions.

The Company has 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 contribution to Superannuation scheme are based on the premium contribution called for by Life Insurance Corporation of India (LIC) with whom the Company has entered into an arrangement.

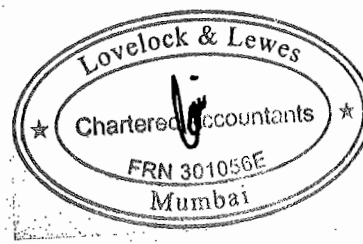
(b) Defined Benefit Plans

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. Actuarial losses / gains are recognised in the Statement of Profit and Loss in the year in which they arise.

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. Any short fall / excess based on independent actuarial valuation is accounted for in the Statement of Profit and Loss in the relevant period.

(ii) Short term Employee Benefits

As per the leave Policy of the Company, employees are entitled to avail 30 days of leave during a year. Any carry forward or encashment of the same is not allowed & all unutilised leaves necessarily lapse at the end of the year.



Travel Corporation (India) Limited**Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015****2.4 Tangible Assets**

Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

Depreciation is provided on a pro - rata basis on the straight line method over the estimated useful lives of the assets or at the rates prescribed under Schedule XIV to the Companies Act, 1956, whichever is higher, as follows:

<u>Description of Tangible Assets</u>	<u>Rate</u>
Office Building	1.63%
Furniture & Fixtures	6.33%
Computers	25%
Office Equipment	4.75%
Vehicles	15%

Fixed assets costing Rs. 5,000 or less are fully depreciated in the year of acquisition.

2.5 Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management. 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. The amortization rates used are:

<u>Description of Intangible Asset</u>	<u>Rate</u>
Software	25%

2.6 Impairment of Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from its continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset / cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

2.7 Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long - term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the long - term investments, such diminution being determined and made for each investment individually.

2.8 Cash and Cash Equivalents

In the Cash Flow Statement, Cash and Cash Equivalents includes Cash on Hand, Cheques and drafts on Hand, Balances with Bank held in Current Account and Fixed Deposits with original maturities of three months or less.

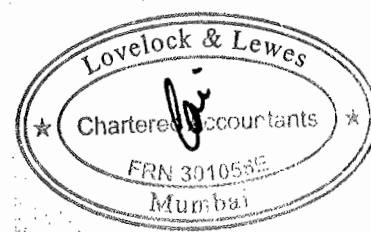
2.9 Provisions and Contingent Liabilities

Provisions are recognised when there is a present obligation 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 there is a reliable estimate 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 and are not discounted to its present value.

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 Company 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 or a reliable estimate of the amount cannot be made.



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Travel Corporation (India) Limited

Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015

2.10 Foreign Currency Transactions

(i) Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Subsequent Recognition

As at the reporting date, non - monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

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.

2.11 Revenue Recognition

Revenue comprises net commissions earned on travel management, service agency charges including profit or loss in respect of tours.

Commission on tickets from airlines and service charges from customers are recognised on issue of tickets. Incentives from airlines are accounted on the basis of tickets issued to sectors travelled.

Revenue on holiday packages is recognised on proportionate basis considering the actual number of days completed as at the year end to the total number of days for each tour.

2.12 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.

2.13 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

Payments made under operating leases are charged to the Statement of Profit and Loss on a straight line basis over the period of the lease.

2.14 Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re - assesses unrecognised deferred tax assets, if any.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

The tax year for the Company being the year ending March 31, the provision for taxation for the period is the aggregate of the provision made for the three months ended March 31, 2014 and the provision for the period April 1, 2014 to March 31, 2015.

2.15 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods 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 period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.



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Travel Corporation (India) Limited

Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015

3 Share Capital

Authorised:
2,000,000 Equity Shares of Rs. 10 each

Issued, Subscribed and Paid up:
1,576,698 Equity Shares of Rs. 10 each fully paid-up

Amount in Rupees	
As at March 31, 2015	As at December 31, 2013
20,000,000	20,000,000
15,766,980	15,766,980

(a) Reconciliation of number of shares

Equity Shares
Balance at the beginning and end of the year

As at March 31, 2015		As at December 31, 2013	
No. of shares	Amount	No. of shares	Amount
1,576,698	15,766,980	1,576,698	15,766,980

(b) Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs. 10 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 residual assets of the Company after distribution to all secured creditors, if any, of all preferential amounts, in proportion to their dues.

(c) Shares held by holding company

Equity Shares
Thomas Cook (India) Limited and its nominees

As at March 31, 2015	As at December 31, 2013
1,576,698	1,576,698

(d) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the Company

Equity Shares
Thomas Cook (India) Limited and its nominees

As at March 31, 2015		As at December 31, 2013	
No. of shares	% of holding	No. of shares	% of holding
1,576,698	100%	1,576,698	100%

4 Reserves & SurplusCapital Reserve

Balance at the beginning of the period / year
Balance at the period / year end

General Reserve

Balance at the beginning of the period / year
Balance at the period / year end

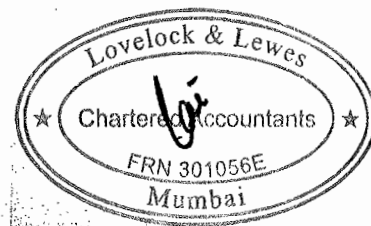
Surplus in Statement of Profit and Loss

Balance at the beginning of the period / year
Add: Profit for the period / year
Less: Appropriations
Interim Dividend Payable [Refer Note 36]
Dividend Distribution Tax on Interim Dividend
Balance at the period / year end

As at March 31, 2015	As at December 31, 2013
160,137	160,137
160,137	160,137
100,627,008	100,627,008
100,627,008	100,627,008
541,205,109	506,335,167
36,137,152	34,869,942
63,067,920	-
12,913,160	-
501,361,181	541,205,109
602,148,326	641,992,254



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Travel Corporation (India) Limited**Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015****5 Deferred Tax Liability (Net)**

Deferred Tax Liabilities:

-On Fiscal Allowances on Fixed Assets

Deferred Tax Assets:

-On Provisions Allowable for Income Tax purposes when paid

-On Unabsorbed Business Losses

-On Provision for Doubtful Debts and Advances

Amount In Rupees	
As at March 31, 2015	As at December 31, 2013
57,547,406	50,651,665
2,847,024	4,629,530
-	3,436,975
32,673,758	6,692,053
22,026,624	35,893,107

6 Short Term Borrowings

Bank Overdraft

As at March 31, 2015	As at December 31, 2013
15,095,856	-

7 Trade Payables

Trade Payables [other than Micro, Small and Medium Scale Business Entities][Refer Note 33]

Includes Bank Overdraft aggregating to Rs.1,024,287 (Previous Year Rs. 78,503,457)

As at March 31, 2015	As at December 31, 2013
328,501,909	619,320,871

8 Other Current Liabilities

Advance Payments from Customers for which value is still to be given

Employee Benefits Payable

Liabilities Against Expenses

Interim Dividend Payable [Refer note (a) below]

Dividend Distribution Tax Payable

Payable to Related Parties

Statutory dues including Provident Fund & Tax Deducted at Source

As at March 31, 2015	As at December 31, 2013
53,853,124	315,340,511
22,327,749	18,658,336
26,793,625	32,794,694
63,067,920	-
12,913,160	-
954,553	-
11,596,271	16,623,553
191,506,405	383,417,094

(a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the period end.

9 Short Term Provisions

Provision for Employee Benefits [Refer Note 30]

Provision for Gratuity

As at March 31, 2015	As at December 31, 2013
5,455,729	2,625,363



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Travel Corporation (India) Limited
Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015

Note 10
Fixed Assets - Tangible

Description	Gross Block (at cost)			Depreciation			Net Block		
	As at January 1, 2014	Additions	Disposals/ Adjustments	As at March 31, 2015	As at January 1, 2014	For the fifteen months period	Disposals/ Adjustments	As at March 31, 2015	As at December 31, 2013
Tangible Assets									
Owned									
Office Building	228,696,269	-	-	228,696,269	37,157,049	4,646,920	-	41,803,969	186,892,300
Furniture and Fixtures	37,390,290	3,098,995	1,205,439	39,283,846	13,863,448	2,918,007	1,155,177	15,626,278	23,526,842
Computers	32,358,849	2,063,021	5,776,132	28,645,738	26,436,028	3,275,069	5,760,536	23,950,561	4,695,177
Office Equipment	30,833,933	221,558	1,091,239	29,964,202	8,879,797	1,762,927	740,256	9,902,468	20,061,734
Vehicles	10,408,596	-	4,481,348	5,927,248	6,317,879	769,102	2,966,839	4,120,142	1,807,106
	339,687,937	5,383,574	12,554,208	332,517,303	92,654,201	13,372,025	10,622,808	95,403,418	237,113,885
<i>Previous Year</i>	343,661,479	6,492,636	10,466,178	339,687,937	91,871,819	10,323,141	9,540,759	92,654,201	247,033,736

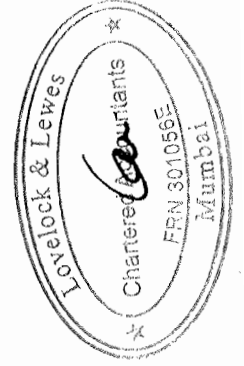
Note 11
Fixed Assets - Intangible

Description	Gross Block (at cost)			Amortisation			Net Block		
	As at January 1, 2014	Additions	Disposals/ Adjustments	As at March 31, 2015	As at January 1, 2014	For the fifteen months period	Disposals/ Adjustments	As at March 31, 2015	As at December 31, 2013
Intangible Assets Owned									
	44,311,774	315,120	-	44,626,894	25,851,231	7,349,226	-	33,200,457	18,460,543
	44,311,774	315,120	-	44,626,894	25,851,231	7,349,226	-	33,200,457	18,460,543
Previous Year	26,665,384	30,419,934	12,773,544	44,311,774	22,343,370	3,507,861	-	18,460,543	

Notes:

- Office Building includes:
 - Rs. 12,100,000 (Previous year 12,100,000) being cost of 65 Debentures of the face value for Rs. 7,800/- each (net of redemption) conferring occupancy rights of a portion of a building (Chandermukhi) as Office Building and 900 equity shares of the face value of Rs. 100/- each of R.R. Investments and Estates Ltd.
 - 80 (Previous Year 80) unquoted fully paid-up Shares of Rs. 50/- each in various co - operative housing societies.
- Intangible Assets (software) includes Internally generated / developed software - Gross Block Rs. 17,961,510 (Previous Year Rs. 17,646,390); Net Block Rs. 11,248,288 (Previous Year Rs. 16,528,589)
- Tangible Assets includes the following assets which are held for sale as of March 31, 2015: Gross Block Rs. 10,126,453; Net Block Rs. 4,698,788

Description	Gross Block (at cost)	Accumulated Depreciation	Net Block
Office Building	7,471,900	4,317,192	3,154,708
Furniture & Fixture	1,684,047	559,338	1,124,709
Office Equipment	647,207	246,145	401,062
Computer	323,299	304,990	18,309
Total	10,126,453	5,427,565	4,698,788



Travel Corporation (India) Limited
Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015
12 Non Current Investments

Long-term (at cost)
Investment in Subsidiary:
50,000 Equity shares of Rs.10 each of TC Visa Services (India) Limited

Amount in Rupees	
As at March 31, 2015	As at December 31, 2013
500,000	500,000

13 Long term Loans & Advances

(Unsecured, considered good unless otherwise stated)

Advance Tax [Net of Provision for Income Tax Rs. 203,699,749 (Previous Year Rs. 178,256,259)]
MAT Credit Entitlement
Capital Advances
Security Deposits
Prepaid Expenses

As at March 31, 2015	As at December 31, 2013
13,432,637	37,067,331
12,922,805	23,554,091
26,793,750	-
2,803,186	1,989,486
36,957	-
55,989,335	62,610,908

14 Current Investments

Investments in fully paid up Units of Mutual Funds

69,604 (Previous Year - 54,832) Units of Rs. 1,000 each of SBI Premier Liquid Fund - Direct Plan - Daily Dividend
692,880 (Previous Year - 2,000,773) Units of Rs. 100 each ICICI Prudential Liquid - Direct Plan - Daily Dividend
Nil (Previous Year - 180,021) Units of Rs. 1,000 each UNION KBC Liquid Fund Daily Dividend Reinvestment -Direct Plan
2,053,493 (Previous Year - 1,997,997) Units of Rs. 100 each Birla Sun Life Cash Plus - Direct Plan - Daily Dividend Reinvestment
736,086 (Previous Year - Nil) Units of Rs. 10 each of HDFC Cash Management Fund - Savings Plan - Direct Plan - Daily Dividend Reinvestment
125,757 (Previous Year - Nil) Units of Rs. 1,000 each of Baroda Pioneer Liquid Fund - Plan B - Daily Dividend Reinvestment
18,504 (Previous Year - Nil) Units of Rs. 1,000 each of LIC Nomura MF Liquid Fund - Direct Plan - Daily Dividend

As at March 31, 2015	As at December 31, 2013
69,830,052	55,010,081
69,327,353	200,185,697
-	180,138,179
205,749,767	200,189,274
7,506,748	-
125,898,129	-
20,317,033	-
498,629,082	635,523,231
498,629,082	635,523,231
498,629,082	635,523,231

Aggregate Amount of Quoted Investments
Aggregate Market Value of Quoted Investments

15 Trade Receivables
Unsecured, Considered Doubtful

Outstanding for a period exceeding six months from the date they are due for payment
Outstanding for a period less than six months from the date they are due for payment
Less: Provision for Doubtful Debts

Unsecured, Considered Good

Outstanding for a period exceeding six months from the date they were due for payment
Others

As at March 31, 2015	As at December 31, 2013
62,773,798	20,625,838
29,196,920	-
(91,970,718)	(20,625,838)
3,143,590	4,248,106
188,746,784	275,126,999
191,890,374	279,375,105

16 Cash and Bank Balances

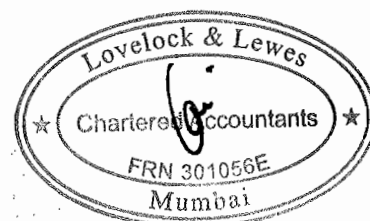
Cash and Cash equivalents

Cash on hand (including Foreign Currencies - Notes and paid documents)
Cheques and drafts on hand

Bank Balances:

- In Current Accounts
- Fixed deposit (less than 3 months maturity)

As at March 31, 2015	As at December 31, 2013
1,017,723	371,556
9,689,290	5,890,155
16,369,462	16,794,771
-	1,690,000
27,076,475	24,746,482



Travel Corporation (India) Limited

Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015

17 Short term Loans and Advances

(Unsecured, considered good unless otherwise stated)

Advances to Related Parties
 Advances to Suppliers
 - Considered Good
 - Considered Doubtful
 Less : Allowance for doubtful advances

Other Loans and Advances
 Advance to Employees
 - Considered Good
 - Considered Doubtful
 Less : Allowance for doubtful advances
 Prepaid Expenses
 Security Deposits
 Service Tax Credit Receivable

Note:

Advances to Related Parties includes advances to subsidiary companies, in which a director of the company is a director

Amount in Rupees	
As at March 31, 2015	As at December 31, 2013
233,426	26,839,816
114,194,492	358,693,049
2,741,081	-
(2,741,081)	-
114,427,918	385,532,865
847,887	7,057,625
1,415,760	-
(1,415,760)	-
2,537,762	1,207,340
600,000	968,272
194,650	201,570
118,608,217	394,967,672

18 Other Current Assets

(Unsecured, Considered good)

Interest Receivable from Related Party
 Accrued Revenue

As at March 31, 2015	As at December 31, 2013
11,698,828	-
27,569,196	33,600,762
39,268,024	33,600,762

19 Contingent Liabilities

Claims against the company not acknowledged as debts

- (i) Disputed Income tax Demands
 (ii) Disputed Service tax Demands

Note:

Future cash outflows in respect of (i) & (ii) above are determinable only on receipt of judgments / decisions pending with various forums / authorities.

As at March 31, 2015	As at December 31, 2013
156,186,266	146,174,773
527,339	527,339

20 Capital Commitments

Estimated value of contracts in capital account remaining to be executed
 Other Commitments - Advance Received against Property held for sale

As at March 31, 2015	As at December 31, 2013
25,461,000	440,352
2,670,000	-

21 Revenue from Operations

Sale of Services
 Other Operating Revenue

Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
410,960,769	366,210,905
108,154,066	13,268,526
519,114,835	379,479,431

22 Other Income

Interest Income
 Interest on Income tax refund
 Dividend Income from Mutual Funds
 Net gain on foreign currency transactions and translations
 Miscellaneous Income

Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
11,739,868	78,688
1,520,832	-
12,158,778	845,285
2,358,956	-
384,119	1,253,016
28,162,553	2,176,989



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Travel Corporation (India) Limited

Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015

23 Employee Benefits Expenses

Salaries, Wages & Bonus
Contribution to Provident & Other Funds [Refer Note 30]
Provision for Gratuity [Refer Note 30]
Staff Welfare Expenses

	Amount in Rupees
Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
236,462,273	181,833,319
10,162,464	7,967,727
5,139,563	682,038
10,850,742	7,324,294
262,615,042	197,807,378

24 Finance Costs

Interest expense
Other Finance Charges

Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
579,462	2,879
672,587	-
1,252,049	2,879

25 Depreciation and Amortization Expenses

Depreciation on Tangible Assets
Amortization on Intangible Assets

Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
13,372,025	10,323,141
7,349,226	3,507,861
20,721,251	13,831,002

26 Other Expenses

Rent
Rates & Taxes
Insurance
Repairs & Maintenance
Electricity Charges
Printing & Stationary
Communication Expenses
Legal & Professional Charges #
Commission to Overseas Agents
Travelling Expenses
Directors Sitting Fees
Security Services
Vehicle Running & Maintenance
Bad Debts and advances written off
Provision for Doubtful debts and advances (Net)
Loss on sale of Fixed Assets (Net)
Net loss on foreign currency transactions and translations
Other Miscellaneous Expenses

Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
7,098,859	5,510,503
1,780,103	796,215
563,909	380,715
7,960,523	9,045,063
8,038,881	4,184,515
1,137,269	1,019,275
6,314,639	7,252,443
14,696,825	14,137,284
22,102,028	17,871,245
27,265,066	15,814,780
22,000	95,188
761,793	1,486,362
606,514	1,099,272
12,677,781	307
75,501,721	1,514,901
490,191	13,524,325
-	9,111,400
3,039,525	6,187,520
190,057,627	109,031,313

Legal & professional charges include payment to auditors:

- As auditor
- Statutory Audit
 - Tax Audit
 - For reimbursement of expenses

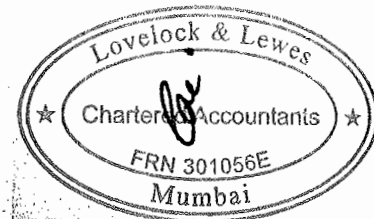
Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
2,875,000	2,500,000
1,390,000	1,000,000
55,430	53,475
4,320,430	3,553,475

27 Segment Information

The Company has only one reportable segment which is 'Travel and related services'. Accordingly, the figures appearing in these Financial Statements relates to 'Travel and related services' segment.



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Travel Corporation (India) Limited**Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015****28 Expenditure and Earnings in Foreign Currency**Expenditure in Foreign Currency:

Professional Fees
Commission to Overseas Agents
Business Promotion Expenses
Travelling, Subscription and Others
Salary and Other foreign branch related expenses

Earnings in Foreign Currency:

Receipts from Independent Tours and Travel

Amount in Rupees

Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
1,043,825	1,474,654
22,102,028	17,871,245
2,956,403	1,607,891
4,102,138	3,827,580
64,764,411	46,415,702
1,937,210,246	1,397,070,041

29 Earning Per Share

Earnings Per Share has been computed as under

Net Profit after Tax

Weighted average number of shares

Basic and Diluted Earnings per Share (Rs. per Equity Share of Rs. 10 each)

Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
36,137,152	34,869,942
1,576,698	1,576,698
22.92	22.12



30 Employee Benefit Plans

The disclosures required as per revised AS 15 are as under

(a) **Defined Contribution Plan**

The Company has recognised the following amounts in Statement of Profit and Loss for the fifteen months period:

Contribution to Provident Fund
Contribution to Labour Welfare Fund
Superannuation Contribution
Contribution to Employees' State Insurance

Amount in Rupees	
Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
9,609,693	7,649,100
114,038	4,602
302,840	179,032
135,893	134,993
10,162,464	7,967,727

(b) **Defined Benefit Plans**

The disclosures in respect of Gratuity and Provident Fund, defined benefit schemes (based on Actuarial Valuation) are as follows -

(i) The Following table sets forth the funded status of Gratuity and Provident Fund benefit plans, during the fifteen months period ended March 31, 2015:

(a) Present Value of Funded Obligation
(b) Fair Value of Plan Assets at period / year end
Present Value of Unfunded Obligations
Unrecognised Past Service Cost
Amount not Recognised as an Asset
Liability recognised in the Balance Sheet

Gratuity		Provident Fund	
Fifteen Months Ended March 31, 2015	Year ended December 31, 2013	Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
24,955,593	22,323,961	46,002,507	47,036,040
(19,499,864)	(19,698,598)	(46,002,507)	(47,036,040)
-	-	-	-
-	-	-	-
-	-	-	-
5,455,729	2,625,363	-	-
1,721,300	1,471,314	901,955	859,345
2,381,415	1,775,586	5,010,098	3,438,197
(1,738,948)	(1,391,324)	(4,715,256)	(3,573,238)
2,775,796	(1,173,538)	(294,842)	135,041
-	-	-	-
-	-	-	-
-	-	-	-
5,139,563	682,038	901,955	859,345
2,379,666	1,801,487	4,832,018	3,472,738

(ii) The amount recognised in the Statement of Profit and Loss are as follows:-

(a) Current Service Cost
(b) Interest on Defined Benefit Obligation
(c) Expected return on Plan Assets
(d) Net Actuarial (Gains) / Losses Recognised in the period / year
(e) Past Service Cost
(f) Losses / (Gains) on Curtailments & Settlements
(g) Losses / (Gains) on Acquisition & Divestiture
Total Expense recognised in the Statement of Profit and Loss
Actual Return on Plan Assets

(iii) Changes in the present value of the defined benefit obligation:-
Changes in Defined Benefit Obligation (DBO) during the period / year

(a) Defined Benefit Obligation at beginning of period / year
(b) Current Service Cost
(c) Interest Cost
(d) Actuarial (Gain) / Losses
(e) Past Service Cost
(f) Actuarial Losses / (Gain) due to Curtailment
(g) Liabilities Extinguished on Settlements
(h) Employees Contribution
(i) Liabilities Extinguished on Acquisition / (Settled on Divestiture)
(j) Exchange Difference on Foreign Plans
(k) Benefits Paid
Defined Benefit Obligation at period / year end

22,323,961	22,796,690	47,036,040	41,818,733
1,721,300	1,471,314	901,955	859,345
2,381,415	1,775,586	5,010,098	3,438,197
3,416,514	(763,375)	(178,080)	34,541
-	-	-	-
-	-	-	-
-	-	-	-
-	-	1,749,704	1,347,624
-	-	(1,217,539)	-
-	-	-	-
(4,887,597)	(2,956,254)	(7,299,671)	(462,400)
24,955,593	22,323,961	46,002,507	47,036,040



Travel Corporation (India) Limited
Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015

		Amount in Rupees			
		Fifteen Months Ended March 31, 2015	Year ended December 31, 2013	Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
(iv) Change in Fair Value of Plan Assets					
(a) Fair Value of Plan Assets at beginning of period / year	19,698,598	19,398,177	47,036,040	41,818,733	
(b) Expected Return on Plan Assets	1,738,948	1,391,324	4,715,256	3,573,238	
(c) Actuarial (Losses) / Gain	640,718	410,163	116,762	(100,500)	
(d) Assets Distributed on Settlements	-	-	-	-	
(e) Contribution by Employer	2,309,197	1,455,188	901,955	859,345	
(f) Contribution by Employees	-	-	1,749,704	1,347,624	
(g) Assets Acquired on Acquisition / (Distributed on Divestiture)	-	-	(1,217,539)	-	
(h) Exchange Difference on Foreign Plans	-	-	-	-	
(i) Benefits Paid	(4,887,597)	(2,956,254)	(7,299,671)	(462,400)	
Fair Value of Plan Assets at period / year end	19,499,864	19,698,598	46,002,507	47,036,040	
Expected Employer's Contribution Next Year	3,000,000	3,000,000	956,072	910,906	
(v) The major categories of plan assets as a percentage of fair value of total plan assets:					
Insurer Managed Funds	100%	100%	-	-	
Government of India Securities	-	-	11.00%	6.00%	
Corporate Bonds	-	-	13.00%	8.70%	
Special Deposit Schemes	-	-	69.00%	67.80%	
Others	-	-	7.00%	17.50%	
(vi) Principal Actuarial Assumptions as at the balance sheet date:					
(a) Discount Rate (p.a.)*	7.95%	9.05%	7.95%	9.05%	
(b) Expected Rate of Return on Assets (p.a.)**	8.85%	7.50%	8.41%	8.44%	
(c) Salary Escalation Rate (p.a.)***	6.00%	6.00%	-	-	
(d) Discount Rate for remaining term to maturity of investment (p.a.)	-	-	8.04%	8.79%	
(e) Average Historic Yield on the Investment (p.a.)	-	-	8.50%	8.18%	
(f) Guaranteed Rate of Return (p.a.)	-	-	8.75%	8.75%	

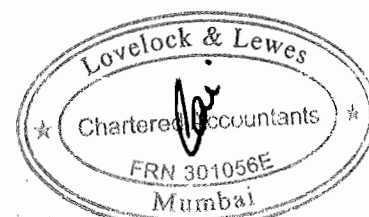
* The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

** Expected Rate of Return on Plan Assets is based on our expectation of the average long term rate of return expected on investments of the Fund during the estimated term of the obligations.

*** The estimates of the future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.



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Travel Corporation (India) Limited
Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015
(vii) Experience Adjustments

Amount in Rupees

	Period / Year Ended				
	Gratuity				
	March 31, 2015	December 31, 2013	December 31, 2012	December 31, 2011	December 31, 2010
Defined Benefit Obligation	24,955,593	22,323,961	22,796,690	24,169,047	19,675,958
Plan Assets	19,499,864	19,698,598	19,398,177	18,998,762	16,736,124
Surplus / (Deficit)	(5,455,729)	(2,625,363)	(3,398,513)	(5,170,285)	(2,939,834)
Experience Adjustments on plan Liabilities	1,474,378	721,284	(3,373,495)	3,239,342	3,001,770
Experience Adjustments on plan Assets	640,718	410,163	(208,870)	(331,678)	627,609

	Period / Year Ended	
	Provident Fund	
	March 31, 2015	December 31, 2013
Defined Benefit Obligation	46,002,507	47,036,040
Plan Assets	46,002,507	47,036,040
Surplus / (Deficit)	-	-
Experience Adjustments on plan Liabilities	(178,080)	34,541
Experience Adjustments on plan Assets	116,762	100,500

The Guidance Note on Implementing AS 15, 'Employee Benefits' issued by the Accounting Standard Board (ASB) of the Institute of Chartered Accountants of India states that Provident Funds set up by employers that guarantee a specified rate of return and which require interest shortfall to be met by the employer would be defined benefit plans in accordance with the requirements of paragraph 26(h) of AS 15.

31 Related Party Disclosures
(A) Enterprises where control exists

- (i) Holding Company Thomas Cook (India) Limited, India ("TCIL") holds 100% of Equity Shares of the Company. Fairbridge Capital (Mauritius) Limited, Mauritius ("FCML") holds 45.01% of Equity Shares of TCIL and H Investments Limited ("HIL") holds 29.76% of Equity shares of TCIL. FCML and HIL are wholly owned and controlled by Fairfax Financial Holding Limited, Canada the ultimate Holding Company.

(B) Other Related Parties with whom the Company had transactions during the fifteen months period:

- (i) Subsidiary TC Visa Services (India) Limited
- (ii) Fellow Subsidiaries Thomas Cook (Mauritius) Holidays Limited
Thomas Cook Insurance Services (India) Limited
Quess Corp Limited (formerly IKYA Human Capital Solutions Limited) (w.e.f May 14, 2013)
Avon Facility Management Services Limited, India (merged with Quess Corp Limited effective January 1, 2014)
Sterling Holiday Resorts (India) Limited (w.e.f September 3, 2014)
- (iii) Key Management Personnel Mr. Madhavan Menon
Mr. R R Kenkare
Mr. Debasis Nandy
Mr. Mahendra Kumar Sharma (upto April 23, 2014)



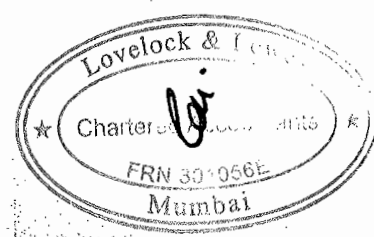

Travel Corporation (India) Limited
Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015

(C) Disclosure of transactions between the Company and related parties mentioned above and outstanding balances as at the period end:

		Amount in Rupees	
(i) Holding Company		Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
	Reimbursement of Expenses (Net)		
	Fairfax Financial Holdings Limited, Canada	190,584	-
	Thomas Cook (India) Limited	26,649,053	28,051,185
	Availment of Services		
	Thomas Cook (India) Limited	108,125,185	23,986,562
	Interest on Loan		
	Thomas Cook (India) Limited	11,698,828	-
	Interim Dividend		
	Thomas Cook (India) Limited	63,067,920	-
	Balances as at the period / year end -		
	Outstanding receivables		
	Fairfax Financial Holdings Limited, Canada	220,964	-
	Thomas Cook (India) Limited	11,698,828	26,839,816
	Outstanding payables		
	Thomas Cook (India) Limited	954,553	-
	Interim Dividend payable		
	Thomas Cook (India) Limited	63,067,920	-
(ii) Subsidiary Company			
	Reimbursement of Expenses (Net)		
	TC Visa Services (India) Limited	1,074,250	2,353,156
	Availment of Services		
	TC Visa Services (India) Limited	538,269	426,467
	Facilities and Support Services provided		
	TC Visa Services (India) Limited	209,850	-
	Balances as at the period / year end -		
	Outstanding Payables		
	TC Visa Services (India) Limited	121,582	900,382
(iii) Fellow Subsidiaries			
	Reimbursement of Expenses (Net)		
	Sterling Holiday Resorts (India) Limited	534,847	-
	Availment of Services		
	Sterling Holiday Resorts (India) Limited	1,148,596	-
	Other professional charges (Outsourced staff)		
	Quess Corp Ltd (formerly IKYA Human Capital Solutions Limited)	1,070,073	122,557
	Avon Facility Management Services Limited	518,455	-
	Sale of Equity Shares of Sterling Holidays Resorts (India) Limited		
	Thomas Cook Insurance Services (India) Limited	147,000,000	-
	Balances as at the period / year end -		
	Outstanding Receivables		
	Quess Corp Ltd (formerly IKYA Human Capital Solutions Limited)	12,462	-
	Sterling Holiday Resorts (India) Limited	21,495	-
	Outstanding Payables		
	Avon Facility Management Services Limited	24,589	-
	Sterling Holiday Resorts (India) Limited	-	-
(iv) Key Management Personnel			
	Commission		
	Mr. Mahendra Kumar Sharma	104,969	137,602
	Sitting Fees		
	Mr. Mahendra Kumar Sharma	22,000	80,000



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Travel Corporation (India) Limited**Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015****32 Disclosures for Leases**

Operating Leases

Disclosures in respect of cancellable agreements for office premises taken on lease

(i) Lease payments recognised in the Statement of Profit and Loss

(ii) Significant leasing arrangements

- The Company has given refundable Interest free security deposits under certain agreements.
- The lease agreements are for a period of eleven months to five years.
- The lease agreements are cancellable at the option of either party by giving one month to six months' notice.
- Certain agreements provide for increase in rent.
- Some of the agreements contain a provision for their renewal.

The Company does not have any non cancellable agreements for which any lease payment is due.

Amount in Rupees	
Fifteen Months Ended March 31, 2015	Year ended December 31, 2013
7,098,859	5,510,503

33 Micro, Small and Medium Enterprises

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding as at March 31, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

34 As per the provision of Section 115JAA, MAT Credit receivable has been recognized on the basis of return of income filed for the previous years. MAT credit is recognised as an asset to the extent there is convincing evidence that the Company will pay normal Income Tax during the specified period (as per the Income Tax Act, 1961). MAT credit is recognised as an asset in accordance with the recommendation contained in guidance note issued by the Institute of Chartered Accountants of India and disclosed in Long term Loans and Advances (Refer Note 13). The said asset is created by the way of credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company will review the same at each balance sheet date and write down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period (as per the Income Tax Act, 1961).

35 The Company does not have any outstanding forward contract(derivatives Instruments) as at 31st March'2015.

(i) Foreign Currency exposures that are not hedged by derivatives instruments

Particulars	Currency	As at March 31, 2015	As at December 31, 2013
Trade Receivables	EUR	-	86,706
	GBP	193,891	98,265
	JPY	6,195,134	855,870
	USD	1,348,018	3,046,335
Trade Payable	EUR	59,386	-

36 The Company has declared an interim dividend of Rs. 40 per equity share on March 31, 2015 i.e. Rs. 63,067,920. The Company has remitted the said amount of interim dividend of Rs. 63,067,920 to its member, Thomas Cook (India) Limited, by electronic transfer on April 9, 2015 through an already existing bank account of the Company.

37 As reported an employee of the Company misappropriated assets aggregating to Rs. 2,530,479 - being the value of excursion sales collections made from Foreign representatives. Concerned employees' services have been terminated and FIR has been lodged. The Company has taken steps for claiming these amounts from the Insurance company.



8



Travel Corporation (India) Limited

Notes forming a part of the Financial Statements as at and for the fifteen months period ended March 31, 2015

- 38** During the period, the Company has changed its financial year closing date from December 31 to March 31. Accordingly, the figures for the current period are for the fifteen month period from January 1, 2014 to March 31, 2015 and are therefore not comparable with those of the previous year.
- 39** Previous year figures have been reclassified wherever necessary to conform to this period's classification.

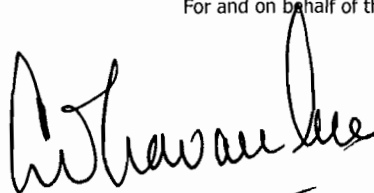
In terms of our report of even date

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants

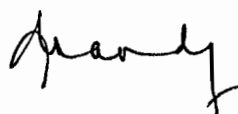
Nagnath V Pai
Partner
Membership No. 036134

Date: 28 MAY 2015
Place: MUMBAI

For and on behalf of the Board



Madhavan Menon
Director



Debasis Nandy
Director

Date: 28 MAY 2015
Place: MUMBAI



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Thomas Cook Insurance Services (India) Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Thomas Cook Insurance Services (India) Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss for the fifteen months from January 1, 2014 to March 31, 2015 ("the period") and Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the "Act") read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and General Circular 08/2014 dated April 4, 2014 issued by the Ministry of Corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.



Price Waterhouse Chartered Accountants LLP, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West)
Mumbai - 400 028

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Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

Price Waterhouse & Co Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT
To the Members of Thomas Cook Insurance Services (India) Limited
Report on the Financial Statements
Page 2 of 3

Basis for Qualified Opinion

6. We draw your attention to Note 9 to the financial statements relating to investments made by the Company in its subsidiary, Sterling Holiday Resorts India Limited ("SHRIL") during the period ended March 31, 2015. The cost of the said investments includes expenses incurred in relation to the Composite Scheme of Arrangement and Amalgamation entered into between the Company, its Holding Company, Thomas Cook (India) Limited and SHRIL as well as legal expenses incurred towards inspection and verification of title of properties owned by SHRIL, aggregating to Rs. 58,457,038 which is not in accordance with the requirements of Accounting Standard 13-Accounting for Investments (AS 13). Had the accounting treatment specified in AS 13 been followed, the aforesaid expenses would have been recognised in the Statement of Profit and Loss and consequently the profit for the period and the reserves as at March 31, 2015 would have been lower by Rs. 58,457,038 and the Non-current Investments would have been lower by Rs. 58,457,038.

Qualified Opinion

7. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and *except for the effects of the matter referred to in Basis for Qualified Opinion above*, give a true and fair view in conformity with the accounting principles generally accepted in India:
- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
 - (b) in the case of the Statement of Profit and Loss, of the profit for the fifteen month period ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the period ended on that date.

Report on Other Legal and Regulatory Requirements

8. As required by 'the Companies (Auditor's Report) Order, 2003', as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act [which corresponds to Section 143(11) of the Companies Act, 2013] (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
9. As required by section 227(3) of the Act [which corresponds to Section 143(3) of the Companies Act, 2013], we report that:
- (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;



Price Waterhouse & Co Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Thomas Cook Insurance Services (India) Limited

Report on the Financial Statements

Page 3 of 3

- (b) In our opinion, *except for the effects of the matter referred to in Basis for Qualified Opinion above*, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, *except for the effects of the matter referred to in Basis for Qualified Opinion above*, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report comply with the Accounting Standards notified under the Act read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and General Circular 08/2014 dated April 4, 2014, issued by the Ministry of Corporate Affairs;
- (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act (which corresponds to Section 164 (2) of the Companies Act, 2013).

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants



Nagnath V Pai
Partner
Membership Number 036134

Mumbai
May 28, 2015

Price Waterhouse & Co Chartered Accountants LLP

Annexure to Independent Auditors' Report

Referred to in paragraph 8 of the Independent Auditors' Report of even date to the members of Thomas Cook Insurance Services (India) Limited on the financial statements as of and for the fifteen months period ended March 31, 2015

- i. The Company does not hold any fixed assets during the fifteen month period ended March 31, 2015. Therefore, the provisions of Clause 4(i) of the Order are not applicable to the Company.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 4(ii) of the said Order are not applicable to the Company.
- iii. The Company has not granted/taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the register maintained under Section 301 of the Act (which corresponds to Section 189 of Companies Act, 2013). Therefore, the provisions of Clause 4(iii)[(b),(c) and (d) /(f) and (g)] of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the sale of services. There are no purchases of inventory and fixed assets and sale of goods. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v (a) According to the information and explanations given to us, there have been no contracts or arrangements that need to be entered in the register maintained under Section 301 of the Act (which corresponds to Section 189 of Companies Act, 2013).
- (b) In our opinion, and according to the information and explanations given to us, there are no transactions made in pursuance of such contracts or arrangements exceeding the value of Rupees Five Lakhs in respect of any party during the fifteen months period.
- vi. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act (which corresponds to Sections 73, 74, 75 and 76 of the Companies Act, 2013) and the rules framed there under.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- viii. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act (which corresponds to sub-section (1) of Section 148 of the Companies Act, 2013) for any of the products of the Company.
- ix. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty and other material statutory dues, as applicable, with the appropriate authorities.



Price Waterhouse & Co Chartered Accountants LLP

Referred to in paragraph 8 of the Independent Auditors' Report of even date to the members of Thomas Cook Insurance Services (India) Limited on the financial statements as of and for the fifteen month period ended March 31, 2015

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, wealth-tax, service-tax, customs duty, and excise duty which have not been deposited on account of any dispute.
- x. The Company has no accumulated losses as at the end of the financial period and it has not incurred any cash losses in the fifteen months period ended on that date or in the immediately preceding financial year.
- xi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the fifteen months period, nor have we been informed of any such case by the Management.
- xii. Matters specified in clauses xi, xii, xiii, xiv, xv, xvi, xvii, xviii, xix, xx of paragraph 4 of the CARO, 2003 does not apply to the Company.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants



Nagnath V Pai
Partner
Membership Number :036134

Mumbai
May 28, 2015

Thomas Cook Insurance Services (India) Limited
Balance Sheet as at March 31, 2015

Amount in Rupees

	Note	As at March 31, 2015	As at December 31, 2013
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	290,500,000	500,000
Reserves and Surplus	4	5,610,112,079	5,166,212
		5,900,612,079	5,666,212
Current Liabilities			
Trade Payables	5	3,797,951	2,127,911
Other Current Liabilities	6	10,045,695	14,906,198
Short-term Provisions	7	120,554	82,085
Total		5,914,576,279	22,782,406
ASSETS			
Non-current Assets			
Deferred Tax Assets	8	420,432	3,887,833
Non current Investments	9	4,785,398,218	-
Long-term Loans and Advances	10	572,205	14,035,087
Current Assets			
Trade Receivables	11	2,233,850	1,088,026
Cash and Bank Balances	12	653,959	327,714
Short-term Loans and Advances	13	1,721,875	3,321,772
Other Current Assets	14	322,079	121,974
Current Investments	15	1,123,253,661	-
Total		5,914,576,279	22,782,406
Summary of Significant Accounting Policies	2		
Contingent Liabilities	16		

The notes are an integral part of these Financial Statements.

In terms of our report of even date

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

For and on behalf of the Board



Nagnath V Pai
Partner
Membership No. 036134

Mumbai, May 28, 2015



R. R. Kenkare
Director

Mumbai, May 28, 2015



Abraham Alapatt
Director



Thomas Cook Insurance Services (India) Limited
Statement of Profit and Loss for the Fifteen months period ended March 31, 2015

Amount in Rupees

	Note	Fifteen Months ended March 31, 2015	Year ended December 31, 2013
Revenue from Operations	17	5,581,585	7,372,104
Other Income	18	170,863,287	1,719,117
Total Revenue		176,444,872	9,091,221
Expenses			
Employee Benefits Expense	19	1,716,166	1,740,768
Finance Cost	20	21,106,849	-
Other Expenses	21	16,763,802	5,600,009
Total Expenses		39,586,817	7,340,777
Profit Before Tax		136,858,055	1,750,444
Tax Expense:			
Current Tax		31,678,002	140,362
Less : MAT Credit Entitlement		-	(140,362)
Net Current Tax		31,678,002	-
Adjustment for prior years (Net)		966,785	-
Deferred Tax Charge		3,467,401	307,853
Profit After Tax		100,745,867	1,442,591

Earning per Equity Share 22
Basic & Diluted (Face value of Rs. 10 each) 4.15 28.85

Summary of Significant Accounting Policies 2

The accompanying notes are an integral part of these Financial Statements.

In terms of our report of even date

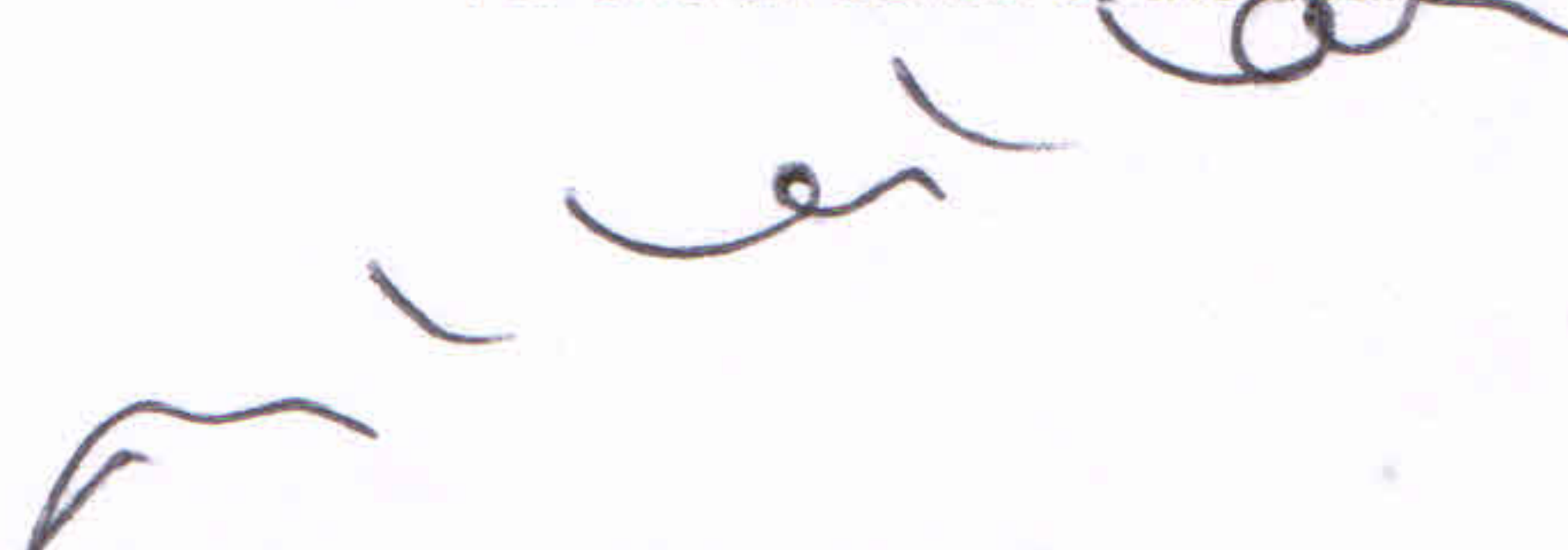
For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants



Nagnath V Pai
Partner
Membership No. 036134

Mumbai, May 28, 2015

For and on behalf of the Board



R. R. Kenkare
Director

Mumbai, May 28, 2015



Abraham Alapatt
Director



Thomas Cook Insurance Services (India) Limited
Cash Flow Statement for the Fifteen months period ended March 31, 2015

Amount in Rupees

Cash Flows from Operating Activities

	Fifteen Months ended March 31, 2015	Year ended December 31, 2013
Profit Before Tax	136,858,055	1,750,444
Adjustments for :		
Interest on Income Tax Refund	(2,215,683)	-
Write Back of Doubtful Debts (Net)	(11,285,123)	(1,013,829)
Bad & Doubtful Debts written off	11,298,738	-
Dividend Income	(50,443,987)	-
Interest Income	(103,854,877)	-
Finance Costs	21,106,849	-
Operating Profit before Working Capital changes	1,463,972	736,615
Changes in Working Capital:		
Increase/(Decrease) in Trade Payables	1,670,040	(9,951,079)
Increase/(Decrease) in Short Term Provisions	38,469	(30,318)
Decrease in Other Liabilities	(4,860,503)	(4,392,559)
(Increase) / Decrease in Trade Receivables	(1,159,439)	3,467,789
Increase in Other Current Assets	(200,105)	(121,974)
Decrease in Short Term Loans and advances	1,886,245	5,965,312
Cash used in operations	(1,161,321)	(4,326,214)
Income Tax Paid (Net of Refunds received)	(19,468,253)	(1,033,826)
Interest on Income Tax Refund	2,215,683	-
Net cash used in Operating Activities	(18,413,891)	(5,360,040)

Cash Flows from Investing Activities

Investment in Sterling Holiday Resorts (India) Limited	(4,785,398,218)	-
Interest Received	103,854,877	-
Dividend Received	50,443,987	-
Purchase of Current Investments	(1,644,378,577)	-
Sale of Current Investments	521,124,916	-
Net cash used in Investing Activities	(5,754,353,015)	-

Cash Flows from Financing Activities

Proceeds from Issue of equity shares (Net)	5,794,200,000	-
Finance Costs Paid	(21,106,849)	-
Receipt of share application money from Holding company	600,000,000	-
Refund of Share application money to Holding company	(600,000,000)	-
Net cash from Financing Activities	5,773,093,151	-

Total Increase/(Decrease) in Cash and Cash Equivalents during the period/year

Cash and Cash Equivalents at the beginning of the period/year	326,245	(5,360,040)
Cash and Cash Equivalents at the end of the period/year	327,714	5,687,754
	653,959	327,714

Notes :

- 1 The above cash flow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard – 3 on Cash Flow Statements.
- 2 Cash and Cash Equivalents - Refer Notes 2.5 and 12
- 3 Previous year figures have been reclassified wherever necessary to conform to this period's classification.

In terms of our report of even date

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

For and on behalf of the Board

Nagnath V Pai
Partner
Membership No. 036134

R. R. Kenkare
Director

Abraham Alapatt
Director

Mumbai, May 28, 2015

Mumbai, May 28, 2015

Thomas Cook Insurance Services (India) Limited

Notes forming part of Financial Statements as at and for the Fifteen months period ended March 31, 2015

1 General Information :

Thomas Cook Insurance Services (India) Limited, (the "Company") is engaged in Travel Insurance business and working as a Corporate Insurance agent. The Company is a 100% subsidiary of Thomas Cook (India) Limited.

2 Significant Accounting Policies :

2.1 Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Circular 15/2013 dated September 13, 2013 read with Circular 08/2014 dated April 4, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) {Companies (Accounting Standards) Rules, 2006, as amended} and other relevant provisions of the Companies Act, 1956

All assets and liabilities have been classified as current or non - current as per the Company's operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 1956. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

2.2 Use of Estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires that the management makes estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates.

2.3 Employee Benefits

(i) Long-term Employee Benefits

(a) Defined Contribution Plans

The Company has Defined Contribution Plan for post employment benefits in the form of Provident Fund which is Government administered provident fund. Under such Defined Contribution Plan, the Company has no further obligation beyond making the monthly contributions. The Company's Contributions to Defined Contribution Plan is charged to the Statement of Profit and Loss as incurred.

(b) 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. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each period. Actuarial losses / gains are recognised in the Statement of Profit and Loss as incurred.

2.4 Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as Current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment

2.5 Cash and Cash Equivalents

In the cash flow statement, Cash and Cash Equivalents includes Cash on Hand, Cheques on Hand, Balances with Bank held in Current Account and Demand Deposits with maturities of three months or less.



2.6 Provisions and Contingent Liabilities

Provisions are recognised when there is a present obligation 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 there is a reliable estimate 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 and are not discounted to its present value.

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 Company 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 or a reliable estimate of the amount cannot be made.

2.7 Revenue Recognition

- (a) Revenue comprises insurance commission in the normal course of business as a corporate insurance agent. Commission on insurance policies sold is recognised on the effective commencement of the policies.
- (b) Interest Income is recognised on a time proportion basis taking into account the amount outstanding and rate applicable.
- (c) Dividend Income is recognised when the right to receive dividend is established.

2.8 Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Minimum Alternative Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets, if any.

Current tax is determined as the amount of tax payable in respect of taxable income for the period.

2.9 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit / loss for the period. The weighted average number of equity shares outstanding during the period and for all periods 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 period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.



Thomas Cook Insurance Services (India) Limited
Notes forming part of Financial Statements as at and for the Fifteen months period ended March 31, 2015

3 Share Capital

Amount in Rupees

Authorised:
40,000,000 (*Previous year 5,00,000*) Equity Shares of Rs. 10 each

Issued, Subscribed and Paid up :
29,050,000 (*Previous year 50,000*) Equity Shares of Rs. 10 each fully paid-up

As at Mar 31, 2015	As at Dec 31, 2013
400,000,000	5,000,000
290,500,000	500,000

(a) Reconciliation of the number of shares

Equity Shares

Balance as at the beginning of the period/year
Add: Issued during the period/year
Balance as at the end of the period/year

As at March 31, 2015		As at December 31, 2013	
No. of shares	Amount	No. of shares	Amount
50,000	500,000	50,000	500,000
29,000,000	290,000,000	-	-
29,050,000	290,500,000	50,000	500,000

(b) Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs. 10 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 residual assets of the Company after distribution to all secured creditors, if any, of all preferential amounts, in proportion to their dues.

(c) Shares held by Holding Company

Equity Shares

Thomas Cook (India) Limited and its nominees

As at March 31, 2015		As at December 31, 2013	
No. of shares	Amount	No. of shares	Amount
29,050,000	290,500,000	50,000	500,000

(d) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the Company

Equity Shares

Thomas Cook (India) Limited and its nominees

As at March 31, 2015		As at December 31, 2013	
No. of shares	% of holding	No. of shares	% of holding
29,050,000	100%	50,000	100%

4 Reserves and Surplus

Securities Premium Account

Balance as at the beginning of the period/year
Add: On shares issued during the period/year
Less : Share Issue Expenses
Balance as at the end of the period/year

General Reserve

Balance as at the beginning of the period/year
Balance as at the end of the period/year

Surplus in Statement of Profit and Loss

Balance as at the beginning of the period/year
Profit for the period/year
Balance as at the end of the period/year

As at March 31, 2015	As at December 31, 2013
-	-
5,510,000,000	-
5,800,000	-
5,504,200,000	-
470,230	470,230
470,230	470,230
4,695,982	3,253,391
100,745,867	1,442,591
105,441,849	4,695,982
5,610,112,079	5,166,212



Thomas Cook Insurance Services (India) Limited
Notes forming part of Financial Statements as at and for the Fifteen months period ended March 31, 2015

Amount in Rupees

5 Trade Payables

Trade Payables [Other than Micro and Small Scale Business Entities] (Refer Note 26)
 [Includes Book Overdrafts aggregating to Rs. 3,319,372 (Previous year Rs. Nil)]

As at March 31, 2015	As at December 31, 2013
3,797,951	2,127,911

6 Other Current Liabilities

Income Received in Advance
 Advance Receipts from Customers for which value is still to be given
 Employee Benefits Payable
 Expenses Payables
 Payable to Holding Company
 Statutory Dues including Provident Fund and Tax deducted at Source
 Other Payables

As at March 31, 2015	As at December 31, 2013
100,242	37,819
1,082,104	3,820,896
90,263	58,400
355,168	119,530
851,988	10,726,113
674,929	143,440
6,891,001	-
10,045,695	14,906,198

7 Short-term Provisions

Provision for Employee Benefits
 Provision for Gratuity

As at March 31, 2015	As at December 31, 2013
120,554	82,085
120,554	82,085

8 Deferred Tax Assets

On Provisions Allowable for tax purposes when paid
 On Provision for Doubtful Debts

As at March 31, 2015	As at December 31, 2013
45,246	43,410
375,186	3,844,423
420,432	3,887,833

9 Non-Current Investments

Quoted Trade Investments (valued at cost)
 Investment in subsidiary - (Refer Note 28)
 49,569,077 (Previous Year Nil) fully paid up equity shares of Rs.10 each of
 Sterling Holiday Resorts (India) Limited#

As at March 31, 2015	As at December 31, 2013
4,785,398,218	-
4,785,398,218	-
4,785,398,218	-
11,965,975,188	-

Aggregate amount of quoted investments
 Aggregate market value of quoted investments

#The cost of the Non Current investment includes expenses incurred in relation to the Composite Scheme of Arrangement and Amalgamation entered into between the Company, its Holding Company, Thomas Cook (India Limited) and SHRIL as well as legal expenses incurred towards inspection and verification of title of properties owned by SHRIL, aggregating to Rs.58,457,038.



Thomas Cook Insurance Services (India) Limited

Notes forming part of Financial Statements as at and for the Fifteen months period ended March 31, 2015

10 Long term Loans and Advances

Amount in Rupees

(Unsecured, considered good unless otherwise stated)

Advance Tax [Net of Provision for tax Rs. 48,792,503 (Previous year Rs. 16,434,064)]
 MAT Credit Entitlement (Refer Note 27)

As at March 31, 2015	As at December 31, 2013
572,205	13,748,739
-	286,348
572,205	14,035,087

11 Trade Receivables**Unsecured, Considered Good**

Outstanding for a period exceeding six months from the date they are due for payment
 Others

Unsecured, Considered Doubtful

Outstanding for a period exceeding six months from the date they were due for payment
 Less: Provision for Doubtful Debts

As at March 31, 2015	As at December 31, 2013
-	-
2,233,850	1,088,026
1,156,377	12,441,500
(1,156,377)	(12,441,500)
2,233,850	1,088,026

12 Cash and Bank Balances

Cash and Cash Equivalents
 Bank Balances
 - In Current Accounts

As at March 31, 2015	As at December 31, 2013
653,959	327,714



Thomas Cook Insurance Services (India) Limited
Notes forming part of Financial Statements as at and for the Fifteen months period ended March 31, 2015

13 Short-term Loans and Advances

(Unsecured, Considered good unless otherwise stated)

Advances recoverable in cash or in kind
Service Tax Credit Receivable

Amount in Rupees

As at March 31, 2015	As at December 31, 2013
173,318	2,175,336
1,548,557	1,146,436
1,721,875	3,321,772

14 Other Current Assets

Accrued Revenue

As at March 31, 2015	As at December 31, 2013
322,079	121,974

15 Current Investments

Investments in fully paid up Units of Mutual Funds (Unquoted)

15,004 (*Previous year Nil*) Units of Rs.100 each -Investment in Birla Sunlife Cash Plus
- Daily Dividend
1,013,990 (*Previous year Nil*) Units of Rs.1,000 each -Investment in SBI Premier Liquid Fund
- Dividend - Daily Reinvestment
95,141 (*Previous year Nil*) Units of Rs.1000 each -Investment in LIC Nomura Liquid Fund
Dividend - Daily Reinvestment

As at March 31, 2015	As at December 31, 2013
1,503,333	-
1,017,285,242	-
104,465,086	-
1,123,253,661	-
1,123,253,661	-

Aggregate Amount of Unquoted Investments

16 Contingent Liabilities

Claims against the Company not acknowledged as debts:
Disputed Income tax Demands

As at March 31, 2015	As at December 31, 2013
-	1,349,233

17 Revenue from Operations

Sale of Services - Commission Income

Fifteen Months ended March 31, 2015	Year ended December 31, 2013
5,581,585	7,372,104

18 Other Income

Interest on Income Tax Refund
Interest Income on Fixed Deposit with Banks
Referral Income
Write back of Provision for Doubtful Debts (Net)
Dividend Income on Investment in Mutual Funds
Miscellaneous Income

Fifteen Months ended March 31, 2015	Year ended December 31, 2013
2,215,683	-
103,854,877	-
-	609,938
11,285,123	1,013,829
50,443,987	-
3,063,617	95,350
170,863,287	1,719,117

19 Employee Benefits Expense

Salaries, Wages and Bonus
Contribution to Provident and Other Funds (Refer Note 23)
Provision / (Write Back) for Gratuity (Refer Note 23)
Staff Welfare Expenses

Fifteen Months ended March 31, 2015	Year ended December 31, 2013
1,572,329	1,666,631
78,583	89,654
38,469	(30,318)
26,785	14,801
1,716,166	1,740,768



Thomas Cook Insurance Services (India) Limited

Notes forming part of Financial Statements as at and for the Fifteen months period ended March 31, 2015

20 Finance Cost

Amount in Rupees

Interest expense

Fifteen Months ended March 31, 2015	Year ended December 31, 2013
21,106,849	-

21 Other Expenses

Rent
Rates and Taxes
Repairs and Maintenance : Others
Printing and Stationery
Communication Expenses
Legal and Professional Charges
Travelling
Security Services
Bad and Doubtful Debts written off
Miscellaneous Expenses
Commission payable to Directors

Fifteen Months ended March 31, 2015	Year ended December 31, 2013
-	240,000
5,380	-
-	120,000
111,250	253,780
1,000	240,000
4,365,004	4,007,288
33,513	259,255
-	120,000
11,298,738	-
711,083	359,686
237,834	-
16,763,802	5,600,009

Legal and Professional Charges include Auditor's remuneration:

As auditor

- i Statutory Audit
- ii Tax Audit
- iii For Reimbursement of Expenses

Fifteen Months ended March 31, 2015	Year ended December 31, 2013
25,000	25,000
25,000	25,000
7,361	4,200
57,361	54,200

22 Earnings Per Share (EPS)

The components of basic and diluted Earnings per share were as follows:

- (a) Net Profit attributable to equity shareholders
- (b) Weighted average number of outstanding Equity Shares (Basic and Diluted)
- (c) Profit Per Share (net of taxes) in Rs. (Basic and Diluted)

Fifteen Months ended March 31, 2015	Year ended December 31, 2013
100,745,867	1,442,591
24,263,077	50,000
4.15	28.85



23 Employee Benefit Plans

Amount in Rupees

The disclosures required as per the revised AS 15 are as under:

(a) Defined Contribution Plans

The Company has recognized the following amounts in Statement of Profit and Loss for the period/year:
 Contribution to Provident Fund

Fifteen Months ended March 31, 2015	Year ended December 31, 2013
78,583	89,654

(b) Defined Benefit Plans

The disclosure in respect of gratuity, a defined benefit scheme (based on Actuarial Valuation) is as follows -

(i) The Following table sets forth the funded status of gratuity benefit plan, during the fifteen months ended 31st March 2015:-

Present Value of Funded Obligations
 Fair Value of Plan Assets

Present Value of Unfunded Obligations
 Unrecognised Past Service Cost
 Amount not Recognised as an Asset

Net Liability

Amounts in Recognised in Balance Sheet as:
 Short-term Provisions (Refer Note 7)
 Net Liability

Fifteen Months ended March 31, 2015	Year ended December 31, 2013
-	-
-	-
120,554	82,085
-	-
-	-
120,554	82,085
120,554	82,085
120,554	82,085

(ii) The amount recognised in the statement of profit and loss are as follows:-

Current Service Cost
 Interest on Defined Benefit Obligation
 Expected return on Plan Assets
 Net Actuarial (Gains)/Losses Recognised in the period/year
 Past Service Cost
 Losses/(Gains) on Curtailments and Settlements
 Losses/(Gains) on Acquisition and Divestiture
 Total included in Employee Benefits Expense

Actual Return on Plan

(iii) Changes in the present value of the defined benefit obligation:-

Changes in Defined Benefit Obligation (DBO) during the period/year

Opening Defined Benefit Obligation
 Current Service Cost
 Interest Cost
 Actuarial (Gain)/Losses
 Past Service Cost
 Actuarial Losses/(Gain) due to Curtailment
 Liabilities Extinguished on Settlement
 Liabilities Extinguished on Acquisition/(Settled on Divestiture)
 Exchange Difference on Foreign Plans
 Benefits Paid

Closing Defined Benefit Obligation

18,724	21,300
10,309	10,273
-	-
9,436	(61,891)
-	-
-	-
-	-
38,469	(30,318)
-	-
82,085	112,403
18,724	21,300
10,309	10,273
9,436	(61,891)
-	-
-	-
-	-
-	-
-	-
120,554	82,085



Thomas Cook Insurance Services (India) Limited
Notes forming part of Financial Statements as at and for the Fifteen months period ended March 31, 2015

Amount in Rupees

(iv) Change in Fair Value of Plan Assets

Opening Fair Value of Plan Assets	-	-
Expected Return on Plan Assets	-	-
Actuarial Losses/(Gain)	-	-
Assets Distributed on Settlements	-	-
Contribution by Employer	-	-
Assets Acquired on Acquisition/(Distributed on Divestiture)	-	-
Exchange Difference on Foreign Plans	-	-
Benefits Paid	-	-
Closing Fair Value of Plan Assets	-	-

Fifteen Months ended March 31, 2015	Year ended December 31, 2013
-	-
-	-
-	-
-	-
-	-
-	-
-	-
-	-
-	-
-	-

Expected Employer's Contribution Next Year

11,470	11,884
--------	--------

(v) The major categories of plan assets as a percentage of fair value of total plan assets:-

Insurer Managed Funds

Period ended March 31, 2015	Year ended December 31, 2013
-	-
7.95%	9.05%
6.00%	6.00%

(vi) Principal Actuarial Assumptions as at the balance sheet date:

Discount Rate (p.a.)*
Salary Escalation Rate (p.a.)***

- * The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.
- ** The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the Fund during the estimated term of the obligations.
- *** The estimates of the future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

(vii) Experience Adjustments

	Period/Year ended				
	31-Mar-15	31-Dec-13	31-Dec-12	31-Dec-11	31-Dec-10
Defined Benefit Obligation	120,554	82,085	112,403	197,370	231,955
Plan Assets	-	-	-	-	-
Surplus/(Deficit)	(120,554)	(82,085)	(112,403)	(197,370)	(231,955)
Experience Adjustments on plan Liabilities	(4,517)	(52,974)	(145,100)	(87,970)	(11,649)
Experience Adjustments on plan Assets	-	-	-	-	-



Thomas Cook Insurance Services (India) Limited

Notes forming part of Financial Statements as at and for the Fifteen months period ended March 31, 2015

24 Related Party Disclosures

(A) Enterprise where control exists

Holding Company Thomas Cook (India) Limited, India ("TCIL") holds 100% of Equity Shares of the Company. Fairbridge Capital (Mauritius) Limited, Mauritius ("FCML") holds 45.01% of Equity Shares of TCIL and H Investments Limited ("HIL") holds 29.76% of Equity shares of TCIL. FCML and HIL are wholly owned and controlled by Fairfax Financial Holding Limited, Canada the ultimate Holding Company.

(B) Other Related Party with whom the Company had transactions during the period/year

Fellow Subsidiary Travel Corporation (India) Limited
Qess Corp Limited (Formerly known as 'IKYA Human Capital Solutions Limited' (w.e.f May 14, 2013))

Subsidiary Company Sterling Holiday Resorts (India) Limited (w.e.f September 3, 2014)

(C) Key Management Personnel

Mr. Madhavan Menon (Up to February 7, 2014)
Mr. R. R. Kenkare
Mr. Abraham Alapatt (w.e.f. February 7, 2014)
Mr. Amit Madhan
Ms. Kishori Udeshi (w.e.f. January 22, 2015)

(D) Disclosure of transactions between the Company and related parties and outstanding balances as at the period/year end:

Amount in Rupees

	Fifteen Months ended March 31, 2015	Year ended December 31, 2013
(i) Holding Company		
Reimbursement of expenses (Net) Thomas Cook (India) Limited	1,355,449	2,618,514
Reimbursement of acquisition related expenses Thomas Cook (India) Limited	20,159,712	-
Facilities and Support Services availed Thomas Cook (India) Limited	-	1,200,000
Subscription of Equity Share Capital	5,800,000,000	-
Receipt & refund of Share Application Money (Refer Note 29)	600,000,000	-
Interest paid on Share Application Money - (Refer Note 29)	21,106,849	-
Balances as at the period end - Outstanding Payable Thomas Cook (India) Limited	851,988	10,726,113
(ii) Subsidiary Company - Sterling Holiday Resorts (India) Limited (w.e.f September 3, 2014)		
Investment in Equity Share Capital (Refer Note 28)	1,868,618,500	-
Reimbursement of expenses (net)	2,598,178	-
(iii) Fellow Subsidiary Company		
Travel Corporation (India) Limited		
Purchase of Equity Shares of Sterling Holidays Resorts (India) Limited	147,000,000	-
Qess Corp Limited (Formerly known as 'IKYA Human Capital Solutions Limited' (w.e.f May 14, 2013))		
Other Professional Charges	4,652	-
Outstanding Payable	1,516	-
Key Management Personnel		
Commission payable to Ms. Kishori Udeshi	237,834	-



25 Segment reporting

In accordance with Accounting Standard - 17, "Segmental Reporting" issued by the Institute of Chartered Accountants of India, the Company's business segment is "Travel insurance and related services" and it has no other primary reportable segments. Accordingly, the segment revenue, segment results, total carrying amount of segment assets and segment liability, total cost incurred to acquire segment assets, is as reflected in the financial statements as of and for the period ended March 31, 2015.

26 Micro, Small and Medium Enterprises

There are no dues to micro, small and medium enterprises which are outstanding at the Balance Sheet date. The information regarding micro, small and medium enterprises has been determined on the basis of the information available with the Company. This has been relied upon by the auditors.

27 As per the provision of Section 115JAA, MAT Credit receivable has been recognized on the basis of return of income filed for the previous years. MAT credit is recognized as an asset to the extent there is convincing evidence that the Company will pay normal Income Tax during the specified period (as per Income Tax Act, 1961). MAT credit is recognized as an asset in accordance with the recommendation contained in guidance note issued by the Institute of Chartered Accountants of India and disclosed in the Note 10, 'Long-term Loans and Advances'. The said asset is created by the way of credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company will review the same at each balance sheet date and write down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period (as per the Income tax Act, 1961).

28 Merger of Sterling Holiday Resorts (India) Limited

The Board of Directors of the Company, Thomas Cook (India) Limited ("TCIL") & Sterling Holiday Resorts (India) Limited ("Sterling") have at their meetings held on February 7, 2014 approved a composite scheme of arrangement and amalgamation pursuant to which there will be: (i) a demerger of the resort and timeshare business from Sterling to Company, and (ii) amalgamation of residual Sterling into the TCIL. Pursuant to the scheme, (i) 116 equity shares of the TCIL will be issued to the shareholders of Sterling for every 100 equity shares held in Sterling in consideration of the demerger of the resort and timeshare business of Sterling from Sterling to company; and (ii) 4 equity shares of the TCIL will be issued to the shareholders of Sterling for every 100 equity shares held in Sterling in consideration of the amalgamation of residual Sterling into TCIL.

Appointed date for the composite scheme is April 1, 2014 and the same is subject to regulatory approvals as deemed necessary.

Further, TCIL has agreed to subscribe to 36,000,000 equity shares of the Company, a wholly owned subsidiary of TCIL, having face value of Rs. 10 each for an aggregate consideration of Rs. 7,200,000,000 at a premium of Rs. 190 per share, of which 29,000,000 shares for an aggregate consideration of Rs. 5,800,000,000 including premium of Rs. 5,510,000,000 have been subscribed to as on March 31, 2015.

Company has utilised part of these funds for the acquisition of shares of Sterling, as follows: (i) 20,650,000 under share subscription agreement (ii) 17,045,534 from certain existing share holders of Sterling (iii) 10,209 under an open offer in terms of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and (iv) 11,863,334 shares under share purchase agreement. Accordingly, Companies stake in Sterling increased to 53.42% on September 3, 2014, and as such, Sterling became a subsidiary of company in accordance with Accounting Standard (AS) 21 issued by the ICAI.

Sterling's application for the composite scheme of arrangement and amalgamation has been approved by the Honourable Chennai High Court on April 13, 2015. However, up to the date of preparation of these financial statements, the TCIL and Company have not received the order of the Honourable Mumbai High Court and accordingly, the Scheme is not yet effective. Hence, these financial statements have been prepared without considering the effect of the Scheme.

29 The Company had received monies from its parent company TCIL in various tranches for subscription to the preferential issue/s of the Company. The said funds were to be utilized for acquisition of shares of Sterling Holiday Resorts (India) Limited under the share purchase agreement, subscription agreement and open offer. Upon the conclusion of the Open Offer, Rs. 600,000,000, being unutilized, was refunded to TCIL with interest @ 12% p.a. on July 24, 2014 in accordance with the provisions of Unlisted Public Companies (Preferential Allotment) Rules, 2003.

30 During the period, the Company has changed its financial year from December 31 to March 31. Accordingly, the figures for the current period are for the fifteen month period from January 1, 2014 to March 31, 2015 and are therefore not comparable with those of the previous year.

31 Previous year figures have been reclassified wherever necessary to conform to this period's classification.

In terms of our report of even date

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016
Chartered Accountants

For and on behalf of the Board

R. R. Kenkare
Director

Abraham Alapatt
Director

Nagnath V Pai
Partner
Membership No. 036134

Mumbai, May 28, 2015

Mumbai, May 28, 2015

INDEPENDENT AUDITORS' REPORT

To the Members of Thomas Cook Tours Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Thomas Cook Tours Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss for the fifteen months from January 1, 2014 to March 31, 2015 ("the period") and Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the "Act") read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and General Circular 08/2014 dated April 4, 2014 issued by the Ministry of Corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying 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:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
 - (b) in the case of the Statement of Profit and Loss, of the loss for the period ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the period ended on that date.



Report on Other Legal and Regulatory Requirements

7. As required by 'the Companies (Auditor's Report) Order, 2003', as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (which corresponds to Section 143(11) of the Companies Act, 2013) (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act (which corresponds to Section 143 (3) of the Companies Act, 2013) we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report comply with the Accounting Standards notified under the Act read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and General Circular 08/2014 dated April 4, 2014 issued by the Ministry of Corporate Affairs;
 - (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act (which corresponds Section 164 (2) of the Companies Act, 2013).

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants



Nagnath V Pai
Partner
Membership Number 036134

Place: Mumbai
Date: May 28, 2015

Annexure to Independent Auditors' Report

Referred to in paragraph 7 of the Independent Auditors' Report of even date to the members of Thomas Cook Tours Limited on the financial statements as of and for the fifteen months period ended March 31, 2015

- i. There are no transactions of purchase of inventory, fixed assets and sale of goods during the period.
- ii. (a) According to the information and explanations given to us, there have been no contracts or arrangements that need to be entered in the register maintained under Section 301 of the Act (Section 189 of Companies Act, 2013).


(b) In our opinion, and according to the information and explanations given to us, there are no transactions made in pursuance of such contracts or arrangements exceeding the value of Rupees Five Lakhs in respect of any party during the period.
- iii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including income tax, profession tax and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax and profession tax which have not been deposited on account of any dispute.
- iv. The accumulated losses of the Company did not exceed fifty percent of its net worth as at March 31, 2015 and it has not incurred cash losses in the period ended on that date or in the immediately preceding financial year.
- v. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the period, nor have we been informed of any such case by the Management.
- vi. Matters specified in Clauses (i), (ii), (iii), (vi), (vii), (viii), (xi), (xii), (xiii), (xiv), (xv), (xvi), (xvii), (xviii), (xix), (xx) of the Order does not apply to the Company.

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants



Nagnath V Pai
Partner
Membership Number: 036134

 Place: Mumbai
Date: 28 MAY 2015

Thomas Cook Tours Limited
Balance Sheet as at March 31, 2015

Amount in Rupees

	<u>Note</u>	As at 31st March, 2015	As at 31st December, 2013
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	500,000	500,000
Reserves and Surplus	4	(40,570)	(11,183)
Current Liabilities			
Other Current Liabilities	5	79,348	16,963
Total		538,778	505,780
ASSETS			
Non-current Assets			
Long-term Loans and Advances	6	4,248	1,594
Current Assets			
Cash and Bank Balances	7	500,558	483,843
Other Current Assets	8	33,972	20,343
Total		538,778	505,780
Summary of Significant Accounting Policies	2		

The notes are an integral part of these Financial Statements

In terms of our report of even date

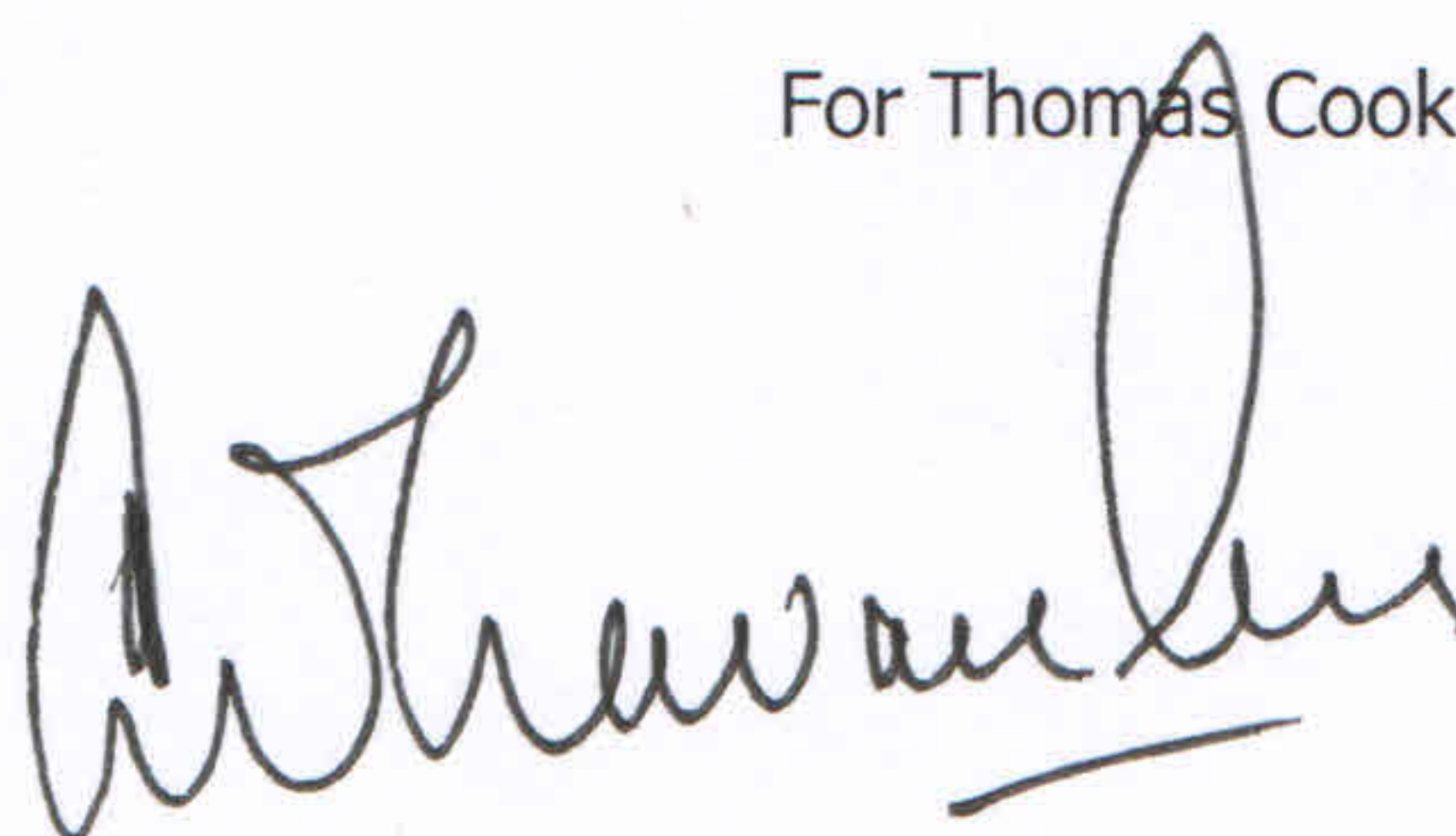
For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants



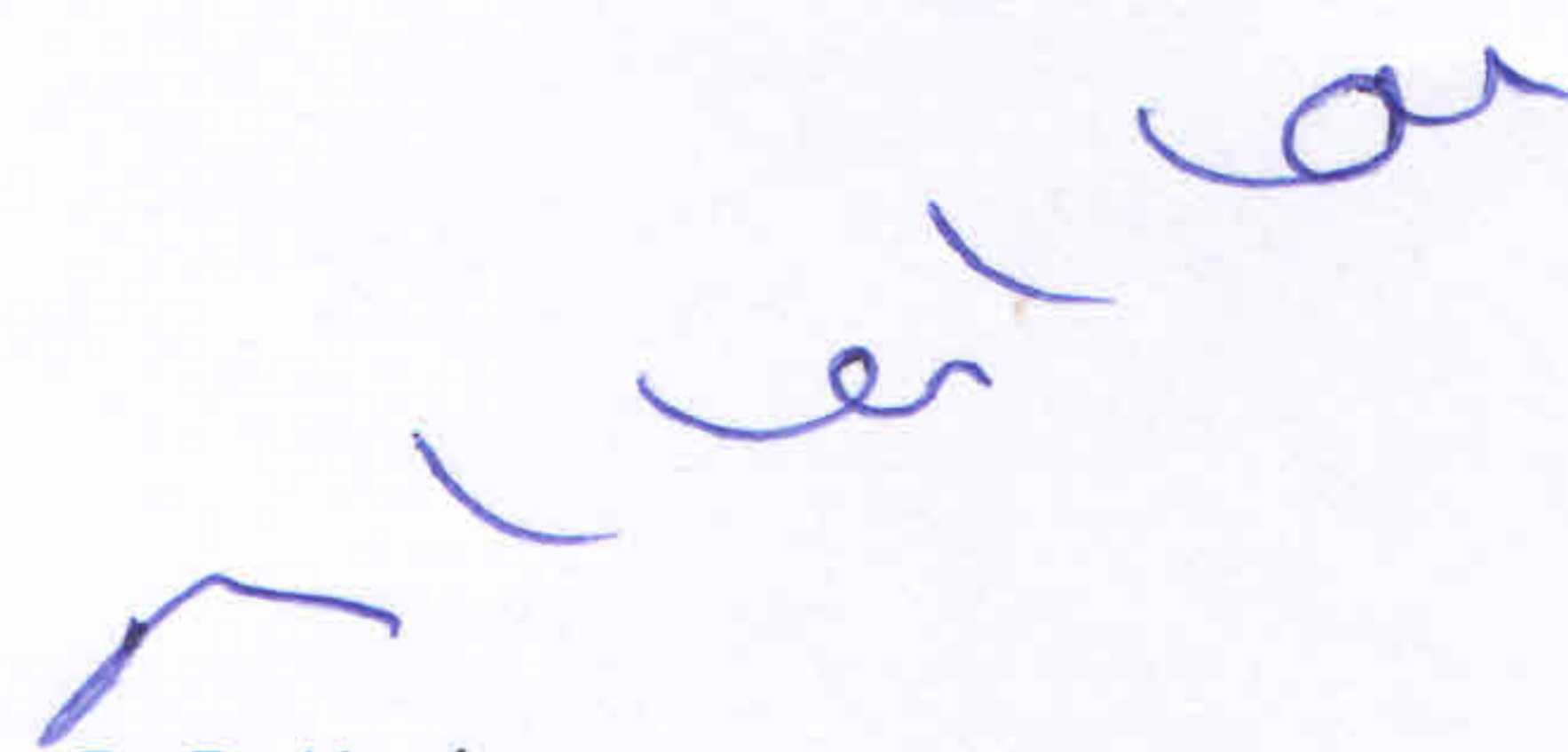
Nagnath V Pai
Partner
Membership No. 036134

Place: MUMBAI
Date: 28 MAY 2015

For Thomas Cook Tours Limited



Madhavan Menon
Director



R. R. Kenkare
Director

Place: MUMBAI
Date: 28 MAY 2015

Thomas Cook Tours Limited**Statement of Profit and Loss for the Fifteen months period ended March 31, 2015**


Amount in Rupees

	<u>Note</u>	<u>Fifteen Months Ended 31st March, 2015</u>	<u>Year Ended 31st December, 2013</u>
Other Income	9	54,325	40,717
Total Revenue		54,325	40,717
Expenses			
Other Expenses	10	82,772	32,344
Total Expenses		82,772	32,344
(Loss)/Profit Before Tax		(28,447)	8,373
Tax Expense:			
Current Tax		940	1,647
(Loss)/Profit After Tax		(29,387)	6,726
Earnings per Equity Share	13	(0.59)	0.13
Basic & Diluted [Face Value of Rs. 10 each]			
Summary of Significant Accounting Policies	2		

The notes are an integral part of these Financial Statements

In terms of our report of even date

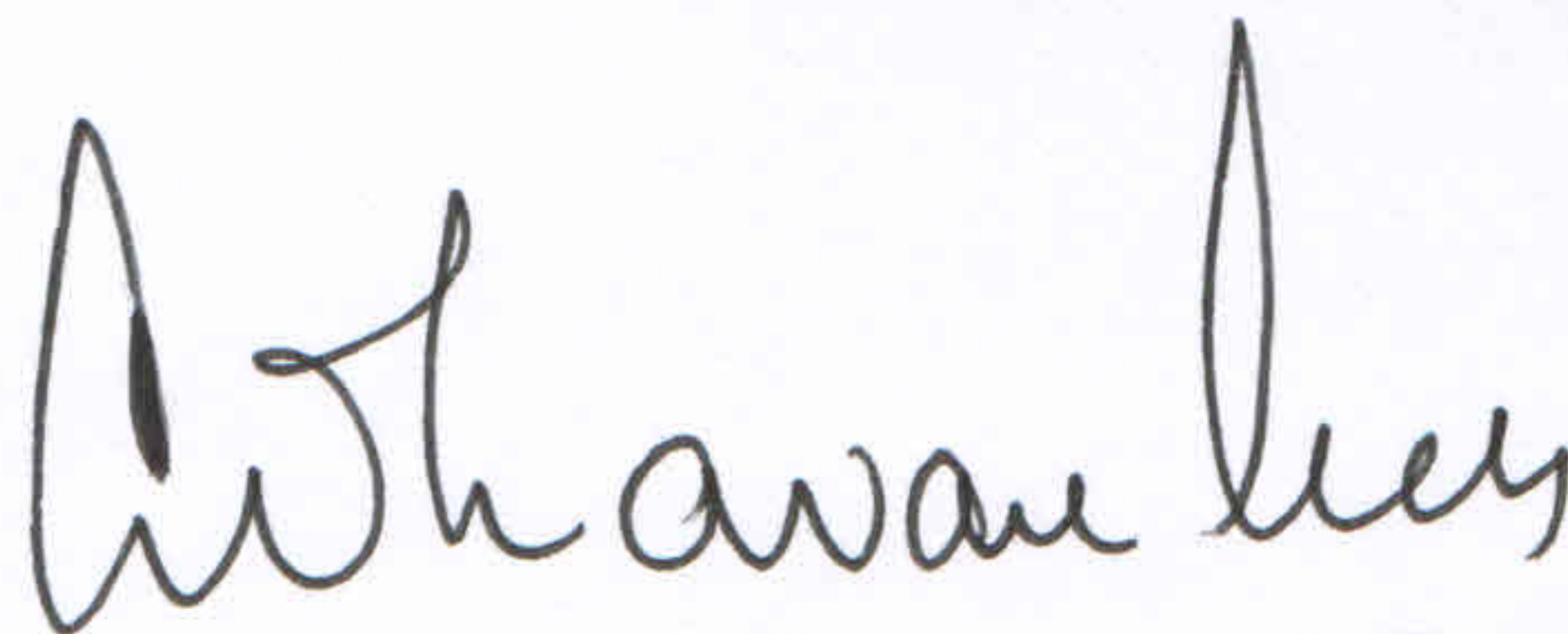
For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants



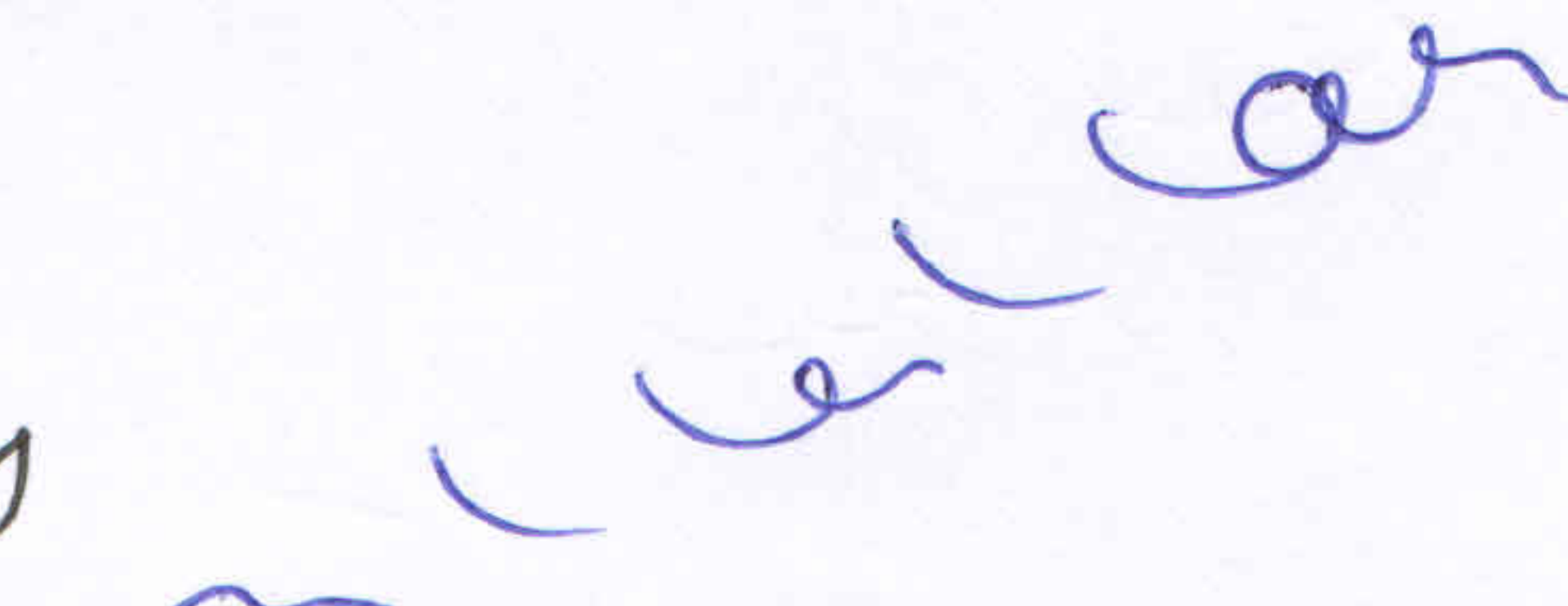
Nagnath V Pai
Partner
Membership No. 036134

Place: MUMBAI
Date: 28 MAY 2015

For Thomas Cook Tours Limited



Madhavan Menon
Director



R. R. Kenkare
Director

Place: MUMBAI
Date: 28 MAY 2015



Thomas Cook Tours Limited**Cash Flow Statement for the Fifteen Months period ended March 31, 2015**

Amount in Rupees

Cash flow from Operating Activities:

(Loss)/Profit Before Tax
 Adjustments for:
 Interest Income
 Interest on Income Tax Refund
 Operating Loss before Working Capital changes
 Changes in Working Capital:
 Increase/(Decrease) in Other Current Liabilities
 Cash (Used in) operations

Income Taxes Paid (Net of refunds received)
 Interest on Income Tax Refund
 Net cash used in Operating activities

Cash flow from Investing Activities

Interest Received
 Investment in Fixed Deposit having maturity over three months
 Net cash from Investing activities

Cash flow from Financing Activities

Net Cash from Financing Activities

Total (Decrease)/Increase in Cash and Cash Equivalents during the period

Cash and Cash Equivalents at the beginning of the year
 Cash and Cash Equivalents at the end of the year

Fifteen Months ended 31st March 2015	Year ended 31st December, 2013
(28,447)	8,373
(54,315)	(40,717)
(10)	-
(82,772)	(32,344)
62,385	(25,976)
(20,387)	(58,320)
(3,594)	(6,342)
10	-
(23,971)	(64,662)
40,686	46,869
(36,622)	39,463
4,064	86,332
-	-
(19,907)	21,670
33,843	12,173
13,936	33,843

Notes:

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard – 3 Cash Flow Statements.
- Cash and Cash equivalents-Refer Notes 2.2 & 7.

This is the cash flow referred to in our report of even date

For Lovelock & Lewes
 Firm Registration Number: 301056E
 Chartered Accountants

For Thomas Cook Tours Limited

Nagnath V Pai
 Partner
 Membership No. 036134

Madhavan Menon
 Director

R. R. Kenkare
 Director

Place: MUMBAI
 Date: 28 MAY 2015

Place: MUMBAI
 Date: 28 MAY 2015

1 General Information

Thomas Cook Tours Limited ("the company") was incorporated in the state of Maharashtra on December 26, 1989 under the Companies Act, 1956. Its main object is inter-alia to carry on the trades or business of general passengers, tourist and transport agents and contractors. The Company is yet to commence its operations. The Company is a 100% subsidiary of Thomas Cook (India) Limited.

2 Significant Accounting Policies**2.1 Basis of Preparation**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Circular 15/2013 dated September 13, 2013 read with Circular 08/2014 dated April 4, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) {Companies (Accounting Standards) Rules, 2006, as amended} and other relevant provisions of the Companies Act, 1956.

All assets and liabilities have been classified as current or non current as per the Company's operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 1956. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

2.2 Cash and Cash Equivalents

In the cash flow statement, Cash and Cash Equivalents includes Cash on Hand, Cheques on Hand, Remittances in Transit, Balances with Bank held in Current Account and Demand Deposits with maturities of three months or less.

2.3 Revenue Recognition

Revenue and Other income is accounted on accrual basis.

2.4 Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets, if any.

2.5 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period.

Amount in Rupees

3 Share Capital

Authorised:
500,000 equity shares of Rs. 10/- each

As at 31st March, 2015	As at 31st December, 2013
5,000,000	5,000,000
500,000	500,000

Issued, Subscribed and Paid up:
50,000 (Previous Year 50,000) Equity Shares of Rs. 10 each fully paid

(a) Reconciliation of number of shares

Equity Shares
Balance at the beginning and end of the year

As at 31st March, 2015		As at 31st December, 2013	
No. of shares	Amount	No. of shares	Amount
50,000	500,000	50,000	500,000

(b) Rights, preferences and restrictions attached to shares

The Company has one class of Equity Shares having a par value of Rs. 10 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 residual assets of the Company after distribution to all secured creditors if any, of all preferential amounts, in proportion to their dues.

(c) Shares held by Holding Company

Equity Shares
Thomas Cook (India) Limited and its nominees

As at 31st March, 2015	As at 31st December, 2013
No. of Shares	No. of Shares
50,000	50,000

(d) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the Company

Equity Shares
Thomas Cook (India) Limited and its nominees

As at 31st March, 2015		As at 31st December, 2013	
No. of shares	% of holding	No. of shares	% of holding
50,000	100%	50,000	100%



4 Reserves and SurplusDeficit in Statement of Profit and Loss

Balance at the beginning of the year

Add: (Loss)/Profit for the period

Balance at the year end

Amount in Rupees	
As at 31st March, 2015	As at 31st December, 2013
(11,183)	(17,909)
(29,387)	6,726
(40,570)	(11,183)

5 Other Current Liabilities

Payable to Holding Company

Liabilities against expenses

As at 31st March, 2015	As at 31st December, 2013
50,000	3,483
29,348	13,480
79,348	16,963

6 Long-term Loans and Advances

Advance Tax [Net of Provision of Tax of Rs.16,277 (Previous Year Rs. 15,337)]

As at 31st March, 2015	As at 31st December, 2013
4,248	1,594

7 Cash and Bank Balances

Bank Balances:

In Current Account

Other Bank Balances

Fixed deposit (maturity more than 3 months but less than 12 months)

As at 31st March, 2015	As at 31st December, 2013
13,936	33,843
486,622	450,000
500,558	483,843

8 Other Current Assets

Interest Accrued on Fixed Deposit

As at 31st March, 2015	As at 31st December, 2013
33,972	20,343

9 Other Income

Interest on Fixed Deposit

Interest on Income Tax Refund

Fifteen Months Ended 31st March, 2015	Year Ended 31st December, 2013
54,315	40,717
10	-
54,325	40,717



10 Other Expenses

Bank Charges
Rates and Taxes
Legal and Professional Charges#
Miscellaneous Expenses

Amount in Rupees	
Fifteen Months Ended 31st March, 2015	Year Ended 31st December, 2013
58	33
40,260	5,000
42,454	27,281
-	30
82,772	32,344

Legal and Professional Charges include payment to Auditors:

As Auditor
Statutory Audit

Fifteen Months Ended 31st March, 2015	Year Ended 31st December, 2013
15,000	12,000

11 Micro Small and Medium Scale Enterprises

There are no Micro Small and Medium Enterprises, to whom the Company owes dues, which are outstanding as at 31st March, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

12 Related Party Disclosures

(A) Enterprises where control exists

(i) Holding Company

Thomas Cook (India) Limited, India ("TCIL") holds 100% of Equity Shares of the Company. Fairbridge Capital (Mauritius) Limited, Mauritius ("FCML") holds 45.01% of Equity Shares of TCIL and H Investments Limited ("HIL") holds 29.76% of Equity Shares of TCIL. FCML and HIL are wholly owned and controlled by Fairfax Financial Holdings Limited, Canada, the ultimate holding company.

(B) Key Management Personnel

Madhavan Menon
R. R. Kenkare
Debasis Nandy

(C) Disclosure of transactions between the Company and Related Parties mentioned above and outstanding balances as at the year end

(i) Reimbursement of Expenses
Thomas Cook (India) Limited

(ii) Balances as at the year end -
Outstanding Payables
Thomas Cook (India) Limited

Fifteen Months Ended 31st March, 2015	Year Ended 31st December, 2013
2,500	19,884
50,000	3,483

13 Earnings Per Share (EPS)

The components of Basic and Diluted Earnings Per Share are as follows:

(Loss) / Profit After Tax

Weighted average number of shares - Basic & Diluted

Basic / Diluted Earnings per Share (Rs. per Equity Share of Rs. 10 each)

Fifteen Months Ended 31st March, 2015	Year Ended 31st December, 2013
(29,387)	6,726
50,000	50,000
(0.59)	0.13

14 Segment Information

Since the Company has no operations, there are no reportable segments.

15 During the period, the Company has changed its accounts closing date from December 31 to March 31. Accordingly, the figures for the current period are for the fifteen month period from January 1, 2014 to March 31, 2015 and are therefore not comparable with those of the previous period.

In terms of our report of even date

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants

Nagnath V Pai
Partner
Membership No. 036134

Place: MUMBAI
Date: 28 MAY 2015

For Thomas Cook Tours Limited

Madhavan Menon
Director

R. R. Kenkare
Director

Place: MUMBAI
Date: 28 MAY 2015

INDEPENDENT AUDITORS' REPORT

To the Members of Indian Horizon Marketing Services Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Indian Horizon Marketing Services Limited (the "Company") (Formerly known as Indian Horizon Travel and Tours Limited), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss for the fifteen months from January 1, 2014 to March 31, 2015 ("the period") and Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the "Act") read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and General Circular 08/2014 dated April 4, 2014 issued by the Ministry of Corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying 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:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
 - (b) in the case of the Statement of Profit and Loss, of the profit for the period ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the period ended on that date.



Report on Other Legal and Regulatory Requirements

7. As required by 'the Companies (Auditor's Report) Order, 2003', as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (which corresponds to Section 143(11) of the Companies Act, 2013) (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act (which corresponds to Section 143 (3) of the Companies Act, 2013) we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report comply with the Accounting Standards notified under the Act read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and General Circular 08/2014 dated April 4, 2014 issued by the Ministry of Corporate Affairs;
 - (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act (which corresponds Section 164 (2) of the Companies Act, 2013).

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants



Nagnath V Pai
Partner
Membership Number 036134

Place: Mumbai
Date: May 28, 2015

Annexure to Independent Auditors' Report

Referred to in paragraph 7 of the Independent Auditors' Report of even date to the members of Indian Horizon Marketing Services Limited on the financial statements as of and for the fifteen months period ended March 31, 2015

- i. There are no transactions of purchase of inventory, fixed assets and sale of goods during the period.
- ii. (a) According to the information and explanations given to us, there have been no contracts or arrangements that need to be entered in the register maintained under Section 301 of the Act (Section 189 of Companies Act, 2013).


(b) In our opinion, and according to the information and explanations given to us, there are no transactions made in pursuance of such contracts or arrangements exceeding the value of Rupees Five Lakhs in respect of any party during the period.
- iii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including income tax, profession tax and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax and profession tax which have not been deposited on account of any dispute.
- iv. The accumulated losses of the Company did not exceed fifty percent of its net worth as at March 31, 2015 and it has not incurred cash losses in the period ended on that date or in the immediately preceding financial year.
- v. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the period, nor have we been informed of any such case by the Management.
- vi. Matters specified in Clauses (i), (ii), (iii), (vi), (vii), (viii), (xi), (xii), (xiii), (xiv), (xv), (xvi), (xvii), (xviii), (xix), (xx) of the Order does not apply to the Company.

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants



Nagnath V Pai
Partner
Membership Number 036134

 Place: Mumbai
Date: 28 MAY 2015

Indian Horizon Marketing Services Limited (Formerly known as Indian Horizon Travel and Tours Limited)**Balance Sheet as at March 31, 2015**

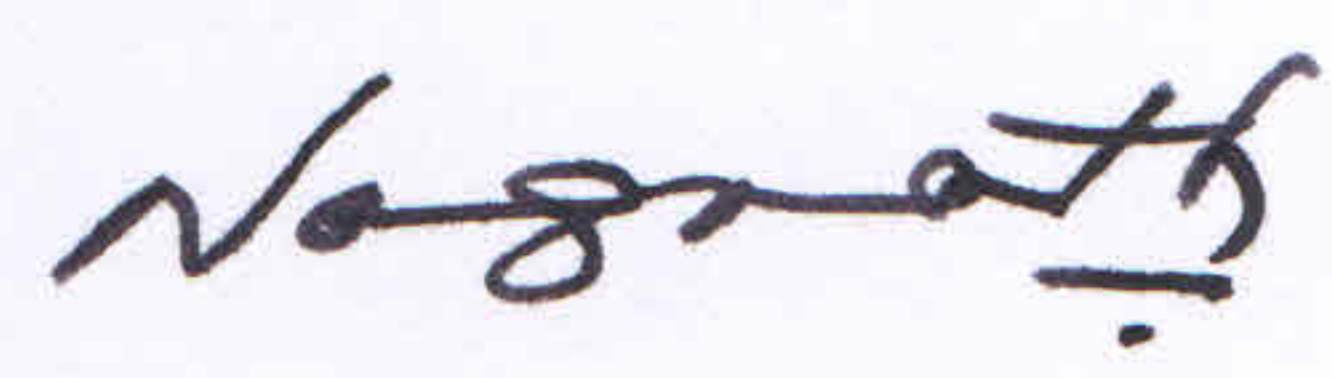
Amount in Rupees

	Note	As at 31st March, 2015	As at 31st December, 2013
EQUITY AND LIABILITIES			
Shareholders Funds			
Share Capital	3	500,000	500,000
Reserves and Surplus	4	(3,289)	(11,345)
Current Liabilities			
Other Current Liabilities	5	29,854	16,966
Total		526,565	505,621
ASSETS			
Non-current Assets			
Long-term Loans and Advances	6	3,570	1,560
Current Assets			
Cash and Bank Balances	7	489,023	483,718
Other Current Assets	8	33,972	20,343
Total		526,565	505,621
Summary of Significant Accounting Policies	2		

The notes are an integral part of these Financial Statements.

In terms of our report of even date


For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants


Nagnath V Pai
Partner
Membership No. 036134

Place: MUMBAI
Date: 28 MAY 2015

For Indian Horizon Marketing Services Limited


Madhavan Menon
Director


R. R. Kenkare
Director

Place: MUMBAI
Date: 28 MAY 2015



Indian Horizon Marketing Services Limited (Formerly known as Indian Horizon Travel and Tours Limited)

Statement of Profit and Loss for the fifteen months period ended March 31, 2015

Amount in Rupees

	Note	Fifteen Months Ended 31st March, 2015	Year Ended 31st December, 2013
Other Income	9	54,385	40,717
Total Revenue		54,385	40,717
Expenses			
Other Expenses	10	45,365	32,347
Total Expenses		45,365	32,347
Profit Before Tax		9,020	8,370
Tax Expense:			
Current Tax		964	1,641
Profit After Tax		8,056	6,729
Earnings per Equity Share Basic & Diluted [Face Value of Rs. 10 each]	13	0.16	0.13
Summary of Significant Accounting Policies	2		

The notes are an integral part of these Financial Statements.

In terms of our report of even date

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants

Nagnath

Nagnath V Pai
Partner
Membership No. 036134

For Indian Horizon Marketing Services Limited

Madhavan Menon

Madhavan Menon
Director

R. R. Kenkare

R. R. Kenkare
Director

Place: MUMBAI

Date: 28 MAY 2015

Place: MUMBAI

Date: 28 MAY 2015

A

Indian Horizon Marketing Services Limited (Formerly known as Indian Horizon Travel and Tours Limited)

Cash Flow Statement for the fifteen months period ended March 31, 2015

Amount in Rupees

Cash flow from Operating Activities

Profit before Tax
Adjustments for:
Interest Income
Interest on Income Tax Refund
Operating Profit before Working Capital changes
Changes in Working Capital:
(Decrease) / Increase in Other Current Liabilities

Cash (used in) / generated from operations
Income Taxes Paid (Net of refunds received)
Interest on Income Tax Refund
Net cash (used in) Operating Activities

Cash flow from Investing Activities

Interest Received
Investment in Fixed Deposit having maturity over three months
Net cash from Investing Activities

Cash flow from Financing Activities

Net cash from Financing Activities

Total (Decrease) / Increase in Cash and Cash Equivalents during the year

Cash and Cash Equivalents at the beginning of the year
Cash and Cash Equivalents at the end of the year


Fifteen Months Ended 31st March, 2015	Year Ended 31st December, 2013
9,020	8,370
(54,315)	(40,717)
(70)	-
(45,365)	(32,347)
12,888	(25,943)
(32,477)	(58,290)
2,974	6,332
70	-
(35,381)	(64,622)
40,686	46,869
(36,622)	39,463
4,064	86,332
-	-
(31,317)	21,710
33,718	12,008
2,401	33,718

Notes:

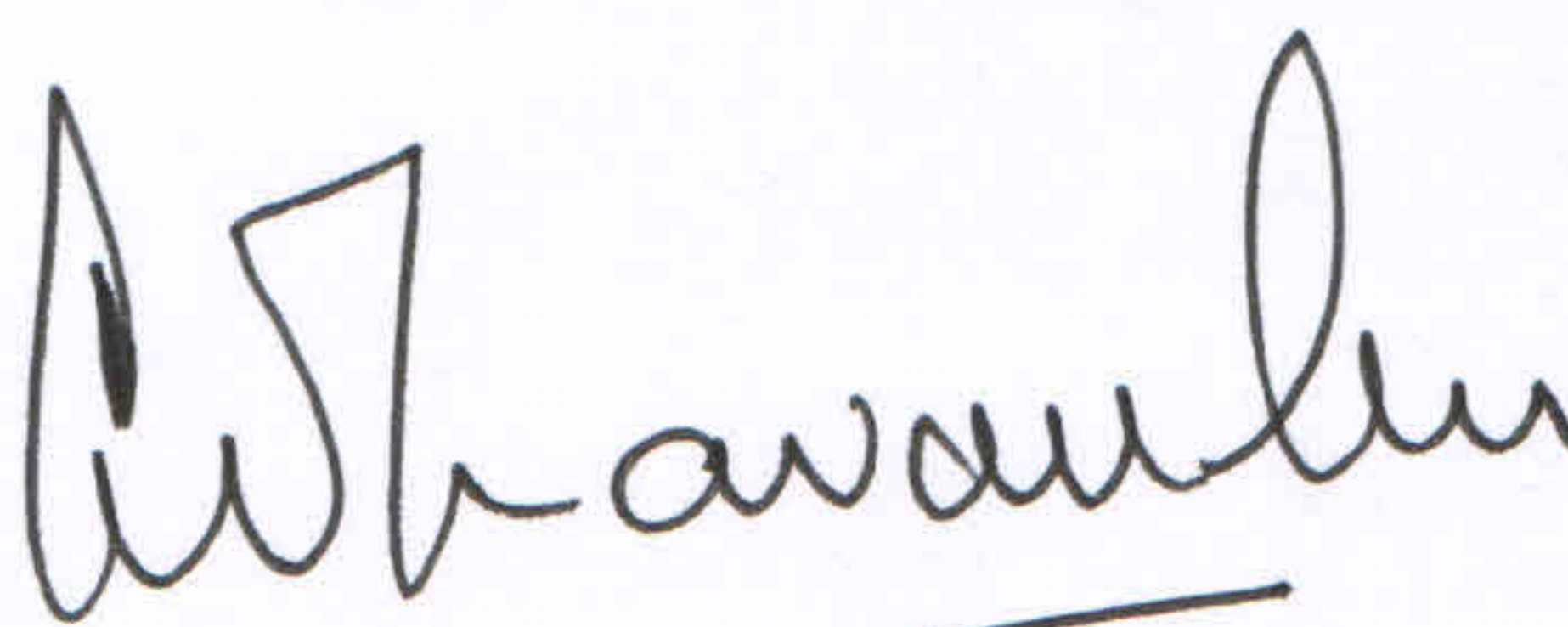
- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard – 3 Cash Flow Statements.
- Cash and Cash equivalents-Refer Notes 2.2 & 7.

This is the cash flow referred to in our report of even date

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants


Nagnath V Pai
Partner
Membership No. 036134

For Indian Horizon Marketing Services Limited


Madhavan Menon
Director


R. R. Kenkare
Director

Place: MUMBAI
Date: 28 MAY 2015

Place: MUMBAI
Date: 28 MAY 2015

Indian Horizon Marketing Services Limited (Formerly known as Indian Horizon Travel and Tours Limited)
Notes forming a part of the Financial Statements as at and for the Fifteen months period ended March 31, 2015

1 General Information

Indian Horizon Marketing Services Limited (Formerly known as Indian Horizon Travel and Tours Limited) was incorporated in the state of Maharashtra on December 26, 1989 under the Companies Act, 1956. Its main object is inter-alia to carry on the trades or business of general passengers, tourist and transport agents and contractors. The Company has vide a Special Resolution passed at the Extraordinary General Meeting (EGM) held on September 3, 2014 amended the Objects clause of the Memorandum of Association to carry on in India or abroad general marketing, advertising, publicity & related activities and to act as representative agents to conduct business on behalf of overseas and Indian organizations. The Company is yet to commence its operations. The Company is a 100% subsidiary of Thomas Cook (India) Limited.

2 Significant Accounting Policies

2.1 Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Circular 15/2013 dated September 13, 2013 read with Circular 08/2014 dated April 4, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) {Companies (Accounting Standards) Rules, 2006, as amended} and other relevant provisions of the Companies Act, 1956.

All assets and liabilities have been classified as current or non current as per the Company's operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 1956. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

2.2 Cash and Cash Equivalents

In the cash flow statement, Cash and Cash Equivalents includes Cash on Hand, Cheques on Hand, Remittances in Transit, Balances with Bank held in Current Account and Demand Deposits with maturities of three months or less.

2.3 Revenue Recognition

Revenue and Other Income is accounted on accrual basis.

2.4 Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets, if any.

2.5 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period.

Amount in Rupees

3 Share Capital

Authorised
500,000 equity shares of Rs. 10 each
Issued, Subscribed and Paid up:
50,000 (Previous Year 50,000) Equity Shares of Rs. 10 each fully paid

As at 31st March, 2015	As at 31st December, 2013
5,000,000	5,000,000
500,000	500,000

(a) Reconciliation of number of shares

Equity Shares
Balance at the beginning and end of the year

As at 31st March, 2015		As at 31st December, 2013	
No. of shares	Amount	No. of shares	Amount
50,000	500,000	50,000	500,000

(b) Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs. 10 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 ensuring Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the residual assets of the Company after distribution to all secured creditors if any, of all preferential amounts, in proportion to their dues.

(c) Shares held by Holding Company

Equity Shares
Thomas Cook (India) Limited and its nominees

As at 31st March, 2015	As at 31st December, 2013
No. of shares	No. of shares
50,000	50,000



Indian Horizon Marketing Services Limited (Formerly known as Indian Horizon Travel and Tours Limited)
Notes forming a part of the Financial Statements as at and for the Fifteen months period ended March 31, 2015

(d) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at 31st March, 2015		As at 31st December, 2013	
	No. of shares	% of holding	No. of shares	% of holding
Equity Shares				
Thomas Cook (India) Limited and its nominees	50,000	100%	50,000	100%

4 Reserves and Surplus

Deficit in Statement of Profit and Loss

Balance at the beginning of the year

Add: Profit for the period

Balance at the year end

Amount in Rupees	
As at 31st March, 2015	As at 31st December, 2013
(11,345)	(18,074)
8,056	6,729
(3,289)	(11,345)

5 Other Current Liabilities

Payable to Holding Company

Liabilities against expenses

As at 31st March, 2015	As at 31st December, 2013
-	3,483
29,854	13,483
29,854	16,966

6 Long-term Loans and Advances

Advance Tax [Net of Provision for tax Rs. 16,295 (Previous Year Rs. 15,330)]

As at 31st March, 2015	As at 31st December, 2013
3,570	1,560

7 Cash and Bank Balances

Cash and Cash equivalents

Bank Balances:

In Current Accounts

Other Bank Balances

Fixed deposit (maturity more than 3 months but less than 12 months)

As at 31st March, 2015	As at 31st December, 2013
2,401	33,718
486,622	450,000
489,023	483,718

8 Other Current Assets

Interest Accrued on Fixed Deposit

As at 31st March, 2015	As at 31st December, 2013
33,972	20,343

9 Other Income

Interest on Fixed Deposit

Interest on Income Tax Refund

Fifteen Months Ended 31st March, 2015	Year Ended 31st December, 2013
54,315	40,717
70	-
54,385	40,717

10 Other Expenses

Bank Charges

Rates & Taxes

Legal and Professional Charges #

Miscellaneous Expenses

Fifteen Months Ended 31st March, 2015	Year Ended 31st December, 2013
11	36
2,500	5,000
42,854	27,281
-	30
45,365	32,347

Legal and Professional Charges include payment to Auditors:

As Auditor

Statutory Audit

Fifteen Months Ended 31st March, 2015	Year Ended 31st December, 2013
15,000	12,000

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Indian Horizon Marketing Services Limited (Formerly known as Indian Horizon Travel and Tours Limited)
Notes forming a part of the Financial Statements as at and for the Fifteen months period ended March 31, 2015

11 Micro, Small and Medium Enterprises

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding as at 31st March, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

12 Related Party Disclosures

(A) Enterprises where control exists

(i) Holding Company

Thomas Cook (India) Limited, India ("TCIL") holds 100% of Equity Shares of the Company. Fairbridge Capital (Mauritius) Limited, Mauritius ("FCML") holds 45.01% of Equity Shares of TCIL and H Investments Limited ("HIL") holds 29.76% of Equity Shares of TCIL. FCML and HIL are wholly owned and controlled by Fairfax Financial Holdings Limited, Canada, the ultimate holding company.

(B) Key Management Personnel

Madhavan Menon
 Debasis Nandy
 R. R. Kenkare

(C) Disclosure of transactions between the Company and Related Parties mentioned above and outstanding balances as at the year end:

- (i) Reimbursement of Expenses
 Thomas Cook (India) Limited
 (ii) Balances as at the year end -
 Outstanding Payables
 Thomas Cook (India) Limited

Fifteen Months Ended 31st March, 2015	Year Ended 31st December, 2013
2,500	19,874
-	3,483

13 Earnings Per Share (EPS)

The components of Basic and Diluted Earnings Per Share are as follows:

Profit after tax

Weighted average number of shares - Basic & Diluted

Basic/Diluted Earnings per Share (Rs. per Equity Share of Rs. 10 each)

Fifteen Months Ended 31st March, 2015	Year Ended 31st December, 2013
8,056	6,729
50,000	50,000
0.16	0.13

14 Segmental Information

Since the Company has no operations, there are no reportable segments.

15 During the period, the Company has changed its accounts closing date from December 31 to March 31. Accordingly, the figures for the current period are for the fifteen month period from January 1, 2014 to March 31, 2015 and are therefore not comparable with those of the previous period.

In terms of our report of even date

For Lovelock & Lewes
 Firm Registration Number: 301056E
 Chartered Accountants

Nagnath V Pai
 Partner
 Membership No. 036134

Place: MUMBAI
 Date: 28 MAY 2015

For Indian Horizon Marketing Services Limited

Madhavan Menon
 Director

R. R. Kenkare
 Director

Place: MUMBAI
 Date: 28 MAY 2015