

Quarterly Compliance Report on Corporate Governance

Name of the Company: THOMAS COOK (INDIA) LIMITED
 Quarter ended: December 31, 2010

Particulars	Clause of Listing Agreement	Compliance status (Yes/ No)	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 (I A)	YES	
(B) Non-executive Directors' compensation and disclosure	49 (I B)	YES	
(C) Other provisions as to Board and Committees	49 (I C)	YES	Note 1
(D) Code of Conduct	49 (I D)	YES	
II. Audit Committee	49 II		Note 2
(A) Qualified and Independent Audit Committee	49 (II A)	YES	
(B) Meeting of Audit Committee	49 (II B)	YES	
(C) Powers of Audit Committee	49 (II C)	YES	
(D) Role of Audit Committee	49 (II D)	YES	
(E) Review of Information by Audit Committee	49 (II E)	YES	
III. Subsidiary Companies	49 III	YES	
IV. Disclosures	49 IV		
(A) Basis of related party transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	YES	
(E) Remuneration of Directors	49 (IV E)	YES	Note 3



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(F) Management	49 (IV F)	YES	Note 4
(G) Shareholders	49 (IV G)	YES	Note 5
V. CEO/ CFO Certification	49 (V)		Note 6
VI. Report on Corporate Governance	49 (VI)	YES	Note 7
VII. Compliance	49 (VII)	YES	Note 8

Note 1: The Meeting of Board of Directors of the Company was held on 22nd October 2010 *inter alia* to consider and approve the Unaudited Financial Results for the third quarter ended 30th September 2010; Mr. Rakshit Desai, was re-appointed as Executive Director - Travel Services, w.e.f. 25th November 2010 upto 24th November 2011 vide circular resolution of Board of Directors dated 24th November 2010; Mr. M. K. Sharma, Director, was appointed as Non-Executive Chairman of the Company w.e.f. 14th December 2010 vide resolution passed at the meeting of Board of Directors held on even date.

Note 2: The Meeting of Audit Committee of the Company was held on 22nd October 2010 to consider and review the Unaudited Financial Results for the third quarter ended 30th September 2010 and placed it for the approval of the Board.

Note 3: The disclosure on remuneration of directors has been made in the section on Corporate Governance of the Annual Report for the year ended 31st December 2009. Further, during the quarter, the abstract of the remuneration terms and other terms of re-appointment of Mr. Rakshit Desai as Executive Director – Travel Services, was circulated to all the shareholders and the Stock Exchanges. Postal Ballot Notice in respect of the variation in the terms of appointment of Mr. Madhavan Menon as Managing Director, were circulated to the Stock Exchanges and the shareholders.

Note 4: Report on Management forms part of the Management Discussion and Analysis which forms part of the Annual Report of the Company for the year ended 31st December 2009.

Note 5: Information on appointment of new directors has been provided in the Annual Report of the Company for the year ended 31st December 2009 under the "Directors' Report" as well as in the Notice of the Annual General Meeting.

Note 6: CEO/ CFO certification forms part of the Annual Report of the Company for the year ended 31st December 2009.

Note 7: Report on Corporate Governance forms part of the Annual Report of the Company for the year ended 31st December 2009.

Note 8: Certificate of the Auditors on compliance of the conditions of Corporate Governance has been annexed to the Annual Report of the Company for the year ended 31st December 2009.

for Thomas Cook (India) Limited


R. R. Kenkare
President & Head – Legal & Company Secretary



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