



Quarterly Compliance Report on Corporate Governance

Name of the Company: **THOMAS COOK (INDIA) LIMITED**
 Quarter ended: **December 31, 2011**

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		
(A) Qualified and Independent Audit Committee	49 (II A)	YES	
(B) Meeting of Audit Committee	49 (II B)	YES	Note 2
(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



AP
to



(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 21st October 2011 *inter alia* to consider and approve the Unaudited Financial Results for the 3rd Quarter ended 30th September 2011. Mr. Rakshit Desai, was re-appointed as Executive Director - Foreign Exchange, w.e.f. 25th November 2011 upto 24th November 2012 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 21st October 2011 to consider and review the Unaudited Financial Results for the 3rd quarter ended 30th September 2011 and the results were placed 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 2010. Further, during the quarter, the abstract of the remuneration terms and other terms of re-appointment of Mr. Rakshit Desai as Executive Director – Foreign Exchange, was circulated to all the shareholders and the Stock Exchanges.

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 2010.

Note 5: Information on appointment of new directors has been provided in the Annual Report of the Company for the year ended 31st December 2010 under the "Directors' Report" as well as in the Notice of the Annual General Meeting.

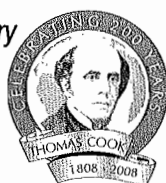
Note 6: CEO/ CFO certification forms part of the Annual Report of the Company for the year ended 31st December 2010.

Note 7: Report on Corporate Governance forms part of the Annual Report of the Company for the year ended 31st December 2010.

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 2010.

for Thomas Cook (India) Limited


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



STP
Rx