

Thomas Cook (India) Limited

11th Floor, Marathon Futurex
N. M. Joshi Marg, Lower Parel (East),
Mumbai - 400 013.
Board No.: +91-22-4242 7000
Fax No. : +91-22-2302 2864



Annexure 13

Compliance Report to be submitted along with the Draft Scheme**Date: April 6, 2026**

To,
Manager - Listing Compliance
BSE Limited
P J Towers, Dalal Street,
Mumbai, Maharashtra,
India- 400001

BSE Symbol: 500413
Fax No.: 2272 2037/39/41/61

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051

NSE Symbol: THOMASCOOK
Fax No.: 2659 8237/38

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) for the Composite Scheme of Arrangement amongst Thomas Cook (India) Limited (“Demerged Company” or “Transferee Company” or “TCIL”) and Sterling Holiday Resorts Limited (“Resulting Company” or “SHRL”) and TC Visa Services (India) Limited (“Transferor Company 1” or “TCVSL”) and Jardin Travel Solutions Limited (“Transferor Company 2” or “JTSL”) and Borderless Travel Services Limited (“Transferor Company 3” or “BTSL”) and their respective shareholders, under Sections 230 to 232, 61, 66 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, National Company Law Tribunal Rules, 2016 and National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (“Scheme”)

It is hereby certified that the draft composite scheme of arrangement involving Thomas Cook (India) Limited, Sterling Holiday Resorts Limited, TC Visa Services (India) Limited, Jardin Travel Solutions Limited, Borderless Travel Services Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

SN	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	In compliance
2	Regulation 11 of LODR Regulations	Compliance with securities laws	In compliance
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	In compliance
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	We undertake to comply with the requirements specified in Para A(3) of Part I in relation to draft Scheme involving unlisted entities, as applicable.
I	Para (I)(A)(4) (a)	Submission of Valuation Report	In compliance. (Refer Annexure 2A for share entitlement ratio)
(d)	Para (I)(A)(5)	Auditors' certificate regarding compliance	In compliance

Holidays | Foreign Exchange | Business Travel | MICE | Value Added Services | Visas

Registered & Corporate Office:

Thomas Cook (India) Limited, 11th Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400 013.
Email id: enquiry@thomascook.in CIN No.: L63040MH1978PLC020717
www.thomascook.in

Thomas Cook (India) Limited

11th Floor, Marathon Futurex
N. M. Joshi Marg, Lower Parel (East),
Mumbai - 400 013.

Board No.: +91-22-4242 7000

Fax No. : +91-22-2302 2864



		with Accounting Standards	
(e)	Para I(A)(10)	Provision of approval of public shareholders through e-voting	<p>The Company will comply with the provisions of e-voting as per the Companies Act, 2013 and LODR Regulations as amended from time to time.</p> <p>Provisions of Part I(A)(10)(b) of SEBI Master Circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated June 20, 2023 are not applicable. In this regard, certificate from Statutory Auditor of the Company is enclosed as part of this application.</p>

For Thomas Cook (India) Limited

Amit Parekh

Company Secretary and Compliance officer

Membership No: 13648

Mahesh Iyer

Managing Director and Chief Executive Officer

DIN: 07560302

Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement is in compliance with all the applicable Accounting Standards.

For Thomas Cook (India) Limited

Brijesh Modi

President and Chief Financial Officer

Mahesh Iyer

Managing Director and Chief Executive Officer

DIN: 07560302

Holidays | Foreign Exchange | Business Travel | MICE | Value Added Services | Visas

Registered & Corporate Office:

Thomas Cook (India) Limited, 11th Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400 013.

Email id: enquiry@thomascook.in CIN No.: L63040MH1978PLC020717

www.thomascook.in