

**General information about company**

Scrip code	500413
NSE Symbol	THOMASCOOK
MSEI Symbol	NOTLISTED
ISIN	INE332A01027
Name of the entity	THOMAS COOK (INDIA) LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure I****Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	MADHAVAN MENON	AAGPM4373G	00008542	Executive Director	Chairperson		12-02-1955
2	Mr	MAHESH IYER	AACPI7788R	07560302	Executive Director	Not Applicable	CEO-MD	04-05-1972
3	Mrs	KISHORI UDESHI	AAOPU0773E	01344073	Non-Executive - Independent Director	Not Applicable	Shareholder Director	13-10-1943
4	Mr	PRAVIR KUMAR VOHRA	ABKPV7152P	00082545	Non-Executive - Independent Director	Not Applicable	Shareholder Director	18-05-1954
5	Mr	NILESH VIKAMSEY	AABPV3680Q	00031213	Non-Executive - Independent Director	Not Applicable	Shareholder Director	16-08-1964
6	Mr	SUNIL MATHUR	AGWPM9645F	00013239	Non-Executive - Independent Director	Not Applicable	Shareholder Director	11-10-1944
7	Mrs	SHARMILA ABHAY KARVE	AETPK7563H	05018751	Non-Executive - Independent Director	Not Applicable	Shareholder Director	08-04-1965
8	Mr	SUMIT MAHESHWARI	AJWPM7658P	06920646	Non-Executive - Non Independent Director	Not Applicable		27-11-1982
9	Mr	CHANDRAN RATNASWAMI	AURPR5569C	00109215	Non-Executive - Non Independent Director	Not Applicable		11-05-1949
10	Mr	GOPALAKRISHNAN SOUNDARAJAN	AAIPS7023D	05242795	Non-Executive - Non Independent Director	Not Applicable		20-05-1962
11	Mr	RAHUL NARAIN BHAGAT	AEXPB2996P	02473708	Non-Executive - Independent Director	Not Applicable	Shareholder Director	27-09-1963

**I. Composition of Board of Directors****Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Inactive
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active

**I. Composition of Board of Directors**

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		01-08-2011	05-07-2023			2	0	2	0			
2	NA		29-05-2018	05-07-2023			1	0	1	0			
3	Yes	09-08-2019	25-01-2013	16-09-2019	16-09-2024	119.15	4	4	4	2	Tenure Completion		
4	NA		10-04-2015	10-04-2020		114	4	4	6	1			
5	NA		23-12-2015	23-12-2020		105	5	5	8	4			
6	Yes	09-08-2019	23-12-2015	23-12-2020		105	2	1	4	1			
7	NA		29-05-2021			40	5	5	7	5			
8	NA		27-09-2018				4	0	3	0			
9	Yes	03-08-2023	22-08-2012	23-08-2023			2	0	2	0			
10	NA		29-05-2021				4	0	3	0			
11	NA		09-07-2024			2.23	1	1	3	0			

**Text Block**

Textual Information(1)

Mr. Rahul Narain Bhagat was appointed as Additional (Non Executive Independent) Director of the Company with effect from July 9, 2024 and later his appointment as an Independent Director was approved by the Shareholders at the Annual General Meeting held on August 30, 2024.

Mrs. Kishori Udeshi has completed her second term of five consecutive years as an Independent Director of the Company and accordingly ceased to be the Director of the Company with effect from September 16, 2024.

Since Mrs. Kishori Udeshi ceased to be the Director of the Company with effect from September 16, 2024, hence, the number of directorships / independent directorships / memberships/ chairmanships are excluding Thomas Cook (India) Limited as on her last working day.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00031213	NILESH VIKAMSEY	Non-Executive - Independent Director	Chairperson	23-12-2015		
2	01344073	KISHORI UDESHI	Non-Executive - Independent Director	Member	25-01-2013	16-09-2024	Textual Information(1)
3	00082545	PRAVIR KUMAR VOHRA	Non-Executive - Independent Director	Member	28-05-2015		
4	00013239	SUNIL MATHUR	Non-Executive - Independent Director	Member	27-05-2016		
5	05018751	SHARMILA ABHAY KARVE	Non-Executive - Independent Director	Member	04-08-2021		
6	00109215	CHANDRAN RATNASWAMI	Non-Executive - Non Independent Director	Member	26-09-2017		
7	06920646	SUMIT MAHESHWARI	Non-Executive - Non Independent Director	Member	27-09-2018		
8	02473708	RAHUL NARAIN BHAGAT	Non-Executive - Independent Director	Member	31-07-2024		Textual Information(2)

**Sr Text Block**

Textual Information(1)	Mrs. Kishori Udeshi ceased to be a member of the Audit Committee with effect from September 16, 2024.
Textual Information(2)	Mr. Rahul Narain Bhagat was appointed as a member of the Audit Committee with effect from July 31, 2024.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00013239	SUNIL MATHUR	Non-Executive - Independent Director	Chairperson	04-08-2021		
2	01344073	KISHORI UDESHI	Non-Executive - Independent Director	Member	04-08-2021	16-09-2024	Textual Information(1)
3	00109215	CHANDRAN RATNASWAMI	Non-Executive - Non Independent Director	Member	29-05-2018		
4	02473708	RAHUL NARAIN BHAGAT	Non-Executive - Independent Director	Member	31-07-2024		Textual Information(2)



**Sr Text Block**

Textual Information(1)	Mrs. Kishori Udeshi ceased to be a member of the Nomination and Remuneration Committee with effect from September 16, 2024.
Textual Information(2)	Mr. Rahul Narain Bhagat was appointed as a member of the Nomination and Remuneration Committee with effect from July 31, 2024.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00082545	PRAVIR KUMAR VOHRA	Non-Executive - Independent Director	Chairperson	10-04-2015		
2	07560302	MAHESH IYER	Executive Director	Member	05-10-2018		
3	01344073	KISHORI UDESHI	Non-Executive - Independent Director	Member	29-05-2018	16-09-2024	Textual Information(1)
4	00013239	SUNIL MATHUR	Non-Executive - Independent Director	Member	29-05-2018		
5	00031213	NILESH VIKAMSEY	Non-Executive - Independent Director	Member	29-05-2018		
6	02473708	RAHUL NARAIN BHAGAT	Non-Executive - Independent Director	Member	31-07-2024		Textual Information(2)

**Sr Text Block**

Textual Information(1)

Mrs. Kishori Udeshi ceased to be a member of the Stakeholders Relationship Committee with effect from September 16, 2024.

Textual Information(2)

Mr. Rahul Narain Bhagat was appointed as a member of the Stakeholders Relationship Committee with effect from July 31, 2024.

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00082545	PRAVIR KUMAR VOHRA	Non-Executive - Independent Director	Chairperson	10-09-2021		
2	07560302	MAHESH IYER	Executive Director	Member	10-09-2021		
3	05018751	SHARMILA ABHAY KARVE	Non-Executive - Independent Director	Member	10-09-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02473708	RAHUL NARAIN BHAGAT	Non-Executive - Independent Director	Chairperson	31-07-2024		Textual Information(1)
2	07560302	MAHESH IYER	Executive Director	Member	29-05-2018		
3	06920646	SUMIT MAHESHWARI	Non-Executive - Non Independent Director	Member	27-09-2018		
4	01344073	KISHORI UDESHI	Non-Executive - Independent Director	Chairperson	31-03-2014	16-09-2024	Textual Information(2)

**Sr Text Block**

Textual Information(1)	Mr. Rahul Narain Bhagat was appointed as a member and co-elect chairperson of the Corporate Social Responsibility Committee with effect from July 31, 2024 and was re-designated as a Chairperson of the Corporate Social Responsibility Committee with effect from September 16, 2024.
Textual Information(2)	Mrs. Kishori Udeshi ceased to be the Chairperson of the Corporate Social Responsibility Committee with effect from September 16, 2024

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	15-05-2024				Yes	10	10	5
2		08-07-2024	53		Yes	10	10	5
3		31-07-2024	22		Yes	11	10	5



## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	15-05-2024				Yes	7	7	5	0
2	Audit Committee	31-07-2024	76			Yes	7	6	4	0
3	Nomination and remuneration committee	13-05-2024				Yes	3	3	2	0
4	Nomination and remuneration committee	08-07-2024	55			Yes	3	3	2	0
5	Corporate Social Responsibility Committee	13-05-2024				Yes	3	3	1	0
6	Risk Management Committee	14-08-2024				Yes	3	3	2	0

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Amit J Parekh
2	Designation	Company Secretary and Compliance Officer

### Annexure III

#### III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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**Annexure III**

1	Name of signatory	Amit J Parekh
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Brijesh Modi		
Designation	CFO		
Place	Mumbai		
Date	18-10-2024		

<b>Details of Cyber security incidence</b>		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event



<b>Signatory Details</b>	
Name of signatory	Amit J Parekh
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	18-10-2024

