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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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Enter the quarter
ended date only

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Annexure 1				For this quarter kindly note the following points: 1. Date of Appointment and Date of Cessation (If applicable) must be mandatorily filled for every Committee. 2. Date of Appointment can be any day upto September 30, 2022. 3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30, 2022			
II. Composition of Committees							
Disclosure of notes on composition of committees explanatory			Add Notes				

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

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	00013239	SUNIL MATHUR	Non-Executive - Independent Director	Member	27-05-2016		
3	01344073	KISHORI UDESHI	Non-Executive - Independent Director	Member	25-01-2013		
4	00082545	PRAVER KUMAR VOHRA	Non-Executive - Independent Director	Member	28-05-2015		
5	00109215	CHANDRAN RATNASWAMI	Non-Executive - Non Independent Director	Member	26-09-2017		
6	06920646	SUMIT MAHESHWARI	Non-Executive - Non Independent Director	Member	27-09-2018		
7	05018751	SHARMILA ABHAY KARVE	Non-Executive - Independent Director	Member	04-08-2021		
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

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		
3	00109215	CHANDRAN RATNASWAMI	Non-Executive - Non Independent Director	Member	29-05-2018		
4							
5							
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7							
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

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	PRAVER KUMAR VOHRA	Non-Executive - Independent Director	Chairperson	10-04-2015		
2	00013239	SUNIL MATHUR	Non-Executive - Independent Director	Member	29-05-2018		
3	01344073	KISHORI UDESHI	Non-Executive - Independent Director	Member	29-05-2018		
4	00031213	NILESH VIKAMSEY	Non-Executive - Independent Director	Member	29-05-2018		
5	07560302	MAHESH IYER	Executive Director	Member	05-10-2018		
6							
7							
8							
9							
10							

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	PRAVER KUMAR VOHRA	Non-Executive - Independent Director	Chairperson	10-09-2021		
2	05018751	SHARMILA ABHAY KARVE	Non-Executive - Independent Director	Member	10-09-2021		
3	07560302	MAHESH IYER	Executive Director	Member	10-09-2021		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

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	01344073	KISHORI UDESHI	Non-Executive - Independent Director	Chairperson	31-03-2014		
2	06920646	SUMIT MAHESHWARI	Non-Executive - Non Independent Director	Member	27-09-2018		
3	07560302	MAHESH IYER	Executive Director	Member	29-05-2018		
4							
5							
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Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
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6						
7						
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Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	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)	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*
	Add Delete						
1	11-11-2022			Yes	10	10	5
2	02-02-2023	82		Yes	10	9	5

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* to be filled in only for the current quarter meetings

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory							Add Notes			
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)
<div>AddDelete</div>										
1	Audit Committee	11-11-2022				Yes	7	7	5	0
2	Audit Committee nomination and remuneration committee	02-02-2023	82			Yes	7	6	5	0
3		01-02-2023				Yes	3	3	2	0
4	Risk Management Committee	10-03-2023	36			Yes	3	3	2	0
5	Stakeholders Relationship Committee	27-03-2023	16			Yes	5	5	4	0
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* to be filled in only for the current quarter meetings

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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	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.thomascook.in/about-us
2	Terms and conditions of appointment of independent directors	Yes		https://www.thomascook.in/investor-relations
3	Composition of various committees of board of directors	Yes		https://www.thomascook.in/investor-relations
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.thomascook.in/investor-relations
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.thomascook.in/investor-relations
6	Criteria of making payments to non-executive directors	Yes		https://www.thomascook.in/investor-relations
7	Policy on dealing with related party transactions	Yes		https://www.thomascook.in/investor-relations
8	Policy for determining 'material' subsidiaries	Yes		https://www.thomascook.in/investor-relations
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.thomascook.in/investor-relations
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.thomascook.in/contact-information
11	email address for grievance redressal and other relevant details	Yes		https://www.thomascook.in/contact-information
12	Financial results	Yes		https://www.thomascook.in/investor-relations
13	Shareholding pattern	Yes		https://www.thomascook.in/investor-relations
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.thomascook.in/investor-relations
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.thomascook.in/investor-relations
18	Credit rating or revision in credit rating obtained	Yes		https://www.thomascook.in/investor-relations
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.thomascook.in/annual-report
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.thomascook.in/investor-relations
21	Materiality Policy as per Regulation 30	Yes		https://www.thomascook.in/investor-relations
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.thomascook.in/investor-relations
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.thomascook.in/investor-relations
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1

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

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Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				Add Notes

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Annexure II

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

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Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		Add Notes

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

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Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below The Figure should be mentioned in Actual INR only			
(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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(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			
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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(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			
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			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			Add Notes
II. Affirmations			
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			Add Notes
Name			
Designation			
Place			
Date			

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Signatory Details

Name of signatory	Amit J Parekh
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	20-04-2023

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