

**ANNUAL SECRETARIAL COMPLIANCE REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Board of Directors,  
**Thomas Cook (India) Limited,**  
Corporate Identity Number: L63040MH1978PLC020717  
Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai- 400 001.

We, Keyul M. Dedhia And Associates, Company Secretaries, have examined on test check basis:

- (a) all the documents and records made available to us and explanation provided by Thomas Cook (India) Limited, (hereinafter called "the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issues thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares And Takeovers) Regulations, 2018;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Depository and Participant) Regulations, 2018;
- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (g) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018;

- (h) Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and based on above examination, we hereby report that, during the financial year ended March 31, 2021:

- (a) the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereafter.
- (b) the listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our test check basis examination of those records.
- (c) following are the actions taken against the Company/ its promoters/ directors/ material subsidiary(ies), as the case may be, either SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<b>Sr No</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken e.g. fines, warning letter, debarment, etc</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any</b>
1.	BSE Limited [BSE] and National Stock Exchange of India Limited [NSE]	Regulation 29(2)/ (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – The Company had not given prior intimation to the Stock Exchange of the Board Meeting held on June 18, 2020 wherein the fundraising proposal was considered.	Levy of fine vide Notice(s) dated July 10, 2020 by BSE and NSE of ₹ 10,000/- each	The Company has paid the fine within the prescribed time period with BSE and NSE, respectively and also placed the said Notices before the Board at their meeting held on August 4, 2020. As informed by the management, the Company has made a request to BSE and NSE for waiver of fines levied. The NSE vide its letter dated November 13, 2020, approved the Company's request for waiver of fine and refunded the fine amount to the Company. The Company is awaiting response from BSE on its waiver application.

- (d) the listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the previous financial years</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
-	NA	NA	NA	NA

**We further report that,** during the review period, there were instances where the designated employees of the Company had dealt in equity shares of the Company during non-transaction period notified as per the Company's Prevention of Insider Trading Code, executed contra trade, non-submission of post deal disclosure. The Company took necessary action in this regard.

We would like to state that due to COVID-19 pandemic, we have not physically verified the records of the Company for the purpose of secretarial audit and have instead placed our reliance solely on the contents of electronically signed / scanned copies of the records, documents, papers, information, confirmation, etc; provided to us over e-mail by the Company, its officers and authorized representatives.

**For Keyul M. Dedhia & Associates  
Company Secretaries**

Unique ICSI Code Number: S2009MH120800

**Keyul M. Dedhia**

*Proprietor*

*FCS No: 7756 COP No: 8618*

UDIN: F007756C000382174

PR No.: 876/2020

**May 27, 2021, Mumbai.**

