

**Thomas Cook (India) Ltd.**  
**Registered Office:** Thomas Cook Building,  
Dr. D. N. Road, Fort, Mumbai - 400 001.

CIN: L63040MH1978PLC020717

A FAIRFAX Company



27th January, 2020

The Manager,  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
**Scrip Code: 500413**  
Fax No.: 2272 2037/39/41/61

The Manager,  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5th Floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051  
**Scrip Code: THOMASCOOK**  
Fax No.: 2659 8237/38

Dear Sir/ Madam,

**Sub: Reconciliation of Share Capital Audit Report**

**Ref.: Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018.**

Enclosed please find Reconciliation of Equity Share Capital Audit Report dated 10th January, 2020 issued for the quarter and nine months ended 31st December, 2019, by Mr. P.N. Parikh of M/s Parikh & Associates, Practising Company Secretaries, in terms of SEBI (Depositories and Participants) Regulations, 2018.

This is for your information and records.

Thank you,

Yours sincerely,  
For **Thomas Cook (India) Limited**

**Amit J. Parekh**  
*Company Secretary and Compliance Officer*

Encl. a/a

# PARIKH & ASSOCIATES

## COMPANY SECRETARIES

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : [cs@parikhassociates.com](mailto:cs@parikhassociates.com)  
[parikh.associates@rediffmail.com](mailto:parikh.associates@rediffmail.com)

To  
Thomas Cook (India) Limited  
Thomas Cook Building  
Dr. Dadabhai Naoroji Road  
Fort, Mumbai 400 001

Dear Sirs,

We have examined the relevant books, registers, forms, documents and papers produced before us by Thomas Cook (India) Limited ('the Company') and its Registrars and Share Transfer Agents, TSR Darashaw Consultants Private Limited, in respect of Reconciliation of Share Capital Audit as per Regulation 76 of the SEBI (Depositories and Participants) Regulations 2018. To the best of our knowledge and according to the information and explanations given to us and as shown by the records examined by us, we certify the following:

### RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

|     |   |   |                           |
|-----|---|---|---------------------------|
| 1.  | For Quarter Ended:  | 31st December, 2019   |                           |
| 2.  | ISIN:   | INE332A01027  |                           |
| 3.  | Face Value:   | Re. 1/- per equity share  |                           |
| 4.  | Name of the Company:  | Thomas Cook (India) Limited   |                           |
| 5.  | Registered Office Address:  | Thomas Cook Building,<br>Dr. Dadabhai Naoroji Road<br>Fort, Mumbai 400 001                        |                           |
| 6.  | Correspondence Address:   | Marathon FutureX 11 <sup>th</sup> Floor,<br>N. M. Joshi Marg, Lower Parel (E),<br>Mumbai - 400013 |                           |
| 7.  | Telephone Nos.<br>Fax Nos.  | (022) 42427000;<br>(022) 23022864   |                           |
| 8.  | Email Address:  | <a href="mailto:sharedept@in.thomascook.com">sharedept@in.thomascook.com</a>                      |                           |
| 9.  | Names of the Stock Exchanges where the Company's securities are listed: | BSE Limited<br>The National Stock Exchange of India Limited (NSE)                                 |                           |
|     |   | Number of Shares  | % of Total Issued Capital |
| 10. | Issued Capital  | 37,82,75,489  | 100.00                    |
| 11. | Listed Capital (Exchange-wise)<br>(as per Company records)              | 37,82,75,489<br>(Listed on both the aforesaid Stock Exchanges)                                    | 100.00                    |



|     |  |              |        |
|-----|--|--------------|--------|
| 12. | Held in dematerialised form in CDSL                              | 1,16,18,871  | 3.07   |
| 13. | Held in dematerialised form in NSDL                              | 36,43,43,087 | 96.32  |
| 14. | Physical   | 23,13,531    | 0.61   |
| 15. | Total No. of shares (12+13+14)                                   | 37,82,75,489 | 100.00 |
| 16. | Reasons for difference if any, between (10&11), (10&15), (11&15) | N.A.         |        |

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

| Particulars<br>***   | No. of<br>shares | Applied /<br>Not<br>Applied<br>for listing | Listed on<br>Stock<br>Exchanges<br>(Specify<br>Names) | Whether<br>intimated<br>to CDSL | Whether<br>intimated<br>to NSDL | In prin.<br>Appr.<br>Pending<br>for SE<br>(Specify<br>Names) |
|--|------------------|--|---|---------------------------------|---------------------------------|--|
| Equity Shares allotted under Thomas Cook Employees Stock Option Plan 2007                                  | 6,000            | Applied                                    | BSE & NSE   | Yes                             | Yes                             | -  |
| # Equity Shares allotted under Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012  | 1,650            | Applied                                    | BSE & NSE   | Yes                             | Yes                             | -  |
| ** Equity Shares allotted under Thomas Cook Employees Stock Option Plan 2007                               | 4,06,329         | Applied                                    | BSE & NSE   | Yes                             | Yes                             | -  |
| ** Equity Shares allotted under Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012 | 72,834           | Applied                                    | BSE & NSE   | Yes                             | Yes                             | -  |
| ** Equity Shares allotted under Thomas Cook Employees Stock Option Plan 2013                               | 14,50,501        | Applied                                    | BSE & NSE   | Yes                             | Yes                             | -  |



|   |           |         |           |     |     |   |
|---|-----------|---------|-----------|-----|-----|---|
| ** Equity Shares allotted under Thomas Cook Employees Stock Option Scheme - 2018 EXECOM     | 17,54,458 | Applied | BSE & NSE | Yes | Yes | - |
| ** Equity Shares allotted under Thomas Cook Employees Stock Option Scheme - 2018 Management | 36,72,000 | Applied | BSE & NSE | Yes | Yes | - |

# Pursuant to the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited, Thomas Cook Insurance Services (India) Limited and Thomas Cook (India) Limited, these Equity Shares have been allotted to the Employees of Sterling Holiday Resorts Limited under Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012(SHRIL ESOS 2012).

\*\* Pursuant to the Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited (TCIL) and Travel Corporation (India) Limited (TCI) and TC Travel Services Limited (TC Travel) and TC Forex Services Limited (TC Forex) and SOTC Travel Management Private Limited (SOTCM) and Quess Corp Limited (Quess) and their respective shareholders ("Scheme"), Thomas Cook (India) Limited Employee Trust, acting through its Trustee, IDBI Trusteeship Services Limited has been allotted 7356122 equity shares under various Employee Stock Option Plans / Schemes of TCIL

\*\*\* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).

|     |   |      |
|-----|---|------|
| 18. | Register of Members is updated (Yes/No)   | Yes  |
|     | If not, updated upto which date   | N.A. |
| 19. | Reference of previous quarter with regards to excess dematerialized shares, if any.                             | Nil  |
| 20. | Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why? | N.A. |

21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

| Total No. of demat requests   | No. of requests | No. of shares | Reasons for delay |
|-------------------------------|-----------------|---------------|-------------------|
| Confirmed after 21 days       | NIL             | NIL           | N.A.              |
| Pending for more than 21 days | NIL             | NIL           | N.A.              |





|     |   |   |
|-----|---|---|
| 22. | Name, Telephone & Fax No. of the Compliance Officer of the Company  | Mr. Amit J. Parekh, Company Secretary & Compliance Officer<br>Tel No.: (022) 42427000;<br>Fax No.: (022) 23022864   |
| 23. | Name, Address, Tel. & Fax No., Regn. No. of the CA/ CS  | Mr. P. N. Parikh<br>Parikh & Associates<br>111,11 <sup>th</sup> Floor, Sai Dwar CHS Ltd.,<br>Sab TV Lane, Opp Laxmi Industrial Estate, Off Link Road, Andheri (West),<br>Mumbai - 400053<br>Tel. Nos.: 26301232/ 26301233<br>FCS. No.: 327 CP No.: 1228 |
| 24. | Appointment of common agency for share registry work (if yes, name and address)   | TSR Darashaw Consultants Private Limited<br>6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road<br>Mahalaxmi,<br>Mumbai : 400 011   |
| 25. | Any other detail that the CA/ CS may like to provide (e.g. BIFR Company, delisting from SE, company changed its name, etc.) | -----   |



For Parikh &amp; Associates

Place: Mumbai

Date: January 10, 2020

Signature:

Name of Company Secretary: P. N. Parikh

FCS: 327 CP: 1228

UDIN: F000327B000038552