

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U63040MH2001PLC131693

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAGCS6728Q

(ii) (a) Name of the company

TRAVEL CORPORATION (INDIA)

(b) Registered office address

11th Floor,Marathon Futurex, N. M. Joshi Marg,  
Lower Parel East  
Mumbai  
Mumbai City  
Maharashtra  
400012

(c) \*e-mail ID of the company

sharedept@tci.co.in

(d) \*Telephone number with STD code

02242427000

(e) Website

(iii) Date of Incorporation

20/04/2001

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	N	Support service to Organizations	N3	Travel agency and tour operators	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	THOMAS COOK (INDIA) LIMITE	L63040MH1978PLC020717	Holding	100
2	SITA World Travel Lanka (Priva		Subsidiary	76
3	SITA World Travel ( Nepal) Priv.		Subsidiary	63.32
4	TCI-GO VACATION INDIA PRIVA	U74999HR2017FTC069052	Associate	49

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	10,000	10,000	10,000	10,000
Total amount of equity shares (in Rupees)	100,000	100,000	100,000	100,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	10,000	10,000	10,000	10,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	100,000	100,000	100,000	100,000

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	300,000,000	199,019,396	199,019,396	199,019,396
Total amount of preference shares (in rupees)	3,000,000,000	1,990,193,960	1,990,193,960	1,990,193,960

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	300,000,000	199,019,396	199,019,396	199,019,396
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	3,000,000,000	1,990,193,960	1,990,193,960	1,990,193,960

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	10,000	0	10000	100,000	100,000	

<b>Increase during the year</b>	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	10,000	0	10000	100,000	100,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	199,019,396	0	199019396	1,990,193,9	1,990,193,	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	199,019,396	0	199019396	1,990,193,9	1,990,193,	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>
Date of registration of transfer (Date Month Year)		<input type="text"/>
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

2,248,672,590

**(ii) Net worth of the Company**

-387,840,727

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0

3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	9,994	99.94	199,019,396	100
10.	Others	0	0	0	0
	<b>Total</b>	9,994	99.94	199,019,396	100

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0



8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others                  Nominee of Promoter	6	0.06	0	0
	<b>Total</b>	6	0.06	0	0

**Total number of shareholders (other than promoters)**

6

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

7

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	6	6
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	4	1	4	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	2	0	2	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	4	1	4	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MADHAVAN MENON	00008542	Director	0	
SUNIL BEHARI MATHU	00013239	Director	0	
ZOHRA CHATTERJI	01382511	Director	0	
DIPAK DEVA	02030005	Managing Director	0	
DEBASIS BIKASH NAN	06368365	Director	0	
SANJAY SRICHAND SI	AASPS4346P	CFO	0	
ABHIJEET ASHOK SAV	BJNPS0322N	Company Secretar	0	11/08/2023

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/09/2022	7	7	100

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/05/2022	5	5	100
2	22/07/2022	5	4	80
3	31/10/2022	5	5	100
4	20/01/2023	5	5	100
5	30/03/2023	5	4	80

### C. COMMITTEE MEETINGS

Number of meetings held

5

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Sub-Committee	22/07/2022	2	2	100
2	Sub-Committee	06/12/2022	2	2	100
3	Sub-Committee	18/01/2023	2	2	100
4	Sub-Committee	09/02/2023	2	2	100
5	Independent Director	27/03/2023	2	2	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	22/08/2023
								(Y/N/NA)
1	MADHAVAN M	5	4	80	4	4	100	Yes
2	SUNIL BEHAR	5	4	80	1	1	100	No
3	ZOHRA CHAT	5	5	100	1	1	100	No
4	DIPAK DEVA	5	5	100	4	4	100	No
5	DEBASIS BIK	5	5	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dipak Deva	Managing Director	8,798,604	0	0	9,542,930	18,341,534
	Total		8,798,604	0	0	9,542,930	18,341,534

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANJAY SRICHAN	Chief Financial Officer	2,755,572	0	0	6,270,744	9,026,316
2	ABHIJEET ASHOK	Company Secretary	610,983	0	0	1,509,054	2,120,037
	Total		3,366,555	0	0	7,779,798	11,146,353

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sunil Mathur	Non-Executive Director	0	0	0	500,000	500,000
2	Zohra Chatterji	Non-Executive Director	0	0	0	600,000	600,000
	Total		0	0	0	1,100,000	1,100,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☒ Yes ☐ No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

P P SHAH & CO

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

436

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

06

dated

25/11/2019

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

Digitally signed by  
MADHAVAN  
KARUNAKARAN  
AN MENON  
Date: 2023.10.18  
17:59:35 +05'30'

DIN of the director

00008542

**To be digitally signed by**

PRADIP  
CHIMANLA  
L SHAH  
Date: 2023.10.18  
17:59:35 +05'30'

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

MGT - 8 - Travel Corporation India Limited  
clarification\_note final.pdf  
List of Shareholders\_final.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



Travel Corporation (India) Ltd  
Tower B, Delta Square, M.G. Road  
Sector - 25, Gurgaon - 122001  
National Capital Region of Delhi  
Haryana, India  
T +91 124 470 3555  
F +91 124 456 3100  
info@tci.co.in  
www.tcindia.com

18th October, 2023

To  
Registrar of Companies  
100, Everest,  
Marine Drive,  
Mumbai – 400002

**Sub: Clarification on Promoters and Members of the Company & Clarification on Sitting Fees**

Dear Sir / Madam,

With reference to filing of e-form MGT-7 i.e. Annual Return of Travel Corporation (India) Limited for the financial year ended 31st March, 2023, please note that the Company has only one Promoter i.e. Thomas Cook (India) Limited ('TCIL') which is the holding company of Travel Corporation (India) Limited.

However, pursuant to the requirement of the e-form MGT-7, wherein for a public company the total number of shareholders i.e. Promoter and Public shall be equal to or greater than 7. In compliance with the requirement of the e-form, we mentioned the number of promoters as 1 and number of shareholders other than promoters as 6 in point VI and VII of the e-form viz. Shareholding Pattern and Number of Promoters, Members and Debenture Holders.

It is herein confirmed that TCIL is the only promoter of Travel Corporation (India) Limited, however in compliance of provisions of Section 3(1)(a) of the Companies Act, 2013, Travel Corporation (India) Limited has seven (7) shareholders i.e. TCIL and the six individual shareholders nominated by TCIL who hold one share each for and on behalf of TCIL and whose names are registered in the Register of Members of the Company. The beneficial owner of the six shares is TCIL. The shareholding pattern including nominee shareholders is as follows:

Name of the Shareholder	Number of equity Shares
Thomas Cook (India) Limited* (Promoter)	9,994
Mr. Madhavan Menon ( <i>Share held as nominee of Thomas Cook (India) Limited</i> )*	1
Mr. Rambhau R. Kenkare ( <i>Share held as nominee of Thomas Cook (India) Limited</i> )*	1
Mr. Debasis Nandy ( <i>Share held as nominee of Thomas Cook (India) Limited</i> )*	1
Mr. Mahesh Iyer ( <i>Share held as nominee of Thomas Cook (India) Limited</i> )*	1
Mr. Abraham Alapatt ( <i>Share held as nominee of Thomas Cook (India) Limited</i> )*	1
Mr. Rajeev Kale ( <i>Share held as nominee of Thomas Cook (India) Limited</i> )*	1
<b>Total</b>	<b>10,000</b>



Travel Corporation (India) Ltd  
Tower B, Delta Square, M.G. Road  
Sector - 25, Gurgaon - 122001  
National Capital Region of Delhi  
Haryana, India  
T +91 124 470 3555  
F +91 124 456 3100  
info@tci.co.in  
www.tcindia.com

\*Mr. Madhavan Menon and Mr. Debasis Nandy, directors of Travel Corporation (India) Limited hold one share each as nominee shareholder of TCIL hence in point no. VIII (A) and VIII (B) (i) of the e-form viz. 'Composition of Board of Directors' and 'Details of Directors and Key Managerial Personnel on the close of financial year', we have mentioned shareholding of Directors as zero (0).

**Clarification on Sitting fees:-**

The details of sitting fee paid to Non-executive Directors during FY23, is mentioned in point X titled 'Remuneration of Directors and Key Managerial Personnel' under the sub heading 'Number of other directors whose remuneration details to be entered' in Form MGT-7. The details of Sitting Fee mentioned under 'Number of other directors whose remuneration details to be entered' in Form MGT-7 covers sitting fee paid for the Meeting of Independent Directors also.

**Request you to take the above clarification being filed with e-form MGT-7 on your records and oblige.**

Thanking You, Yours Faithfully,

**For Travel Corporation (India) Limited**

MADHAVAN  
KARUNAKAR  
AN MENON

Digitally signed by  
MADHAVAN  
KARUNAKARAN  
MENON  
Date: 2023.10.18  
17:35:26 +05'30'

Madhavan Menon  
Director  
DIN: 00008542





Travel Corporation (India) Ltd  
Tower B, Delta Square, M.G. Road  
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www.tcindia.com

**List of Equity Shareholders of Travel Corporation (India) Limited as on 31<sup>st</sup> March, 2023**

Sr. No.	Name of Equity Shareholders	No. of Shares held (Face Value of Rs. 10/- each)	Equity Share Capital (Amount in Rs.)
1	Thomas Cook (India) Limited (Promoter)	9994	99,940
2	Mr. Madhavan Menon, (Share held as Nominee of Thomas Cook ( India ) Limited)	1	10
3	Mr. Debasis Nandy, (Share held as Nominee of Thomas Cook ( India ) Limited)	1	10
4	Mr. Rambhau R. Kenkare, (Share held as Nominee of Thomas Cook ( India ) Limited)	1	10
5	Mr. Mahesh Iyer, (Share held as Nominee of Thomas Cook ( India ) Limited)	1	10
6	Mr. Abraham Alapatt, (Share held as Nominee of Thomas Cook ( India ) Limited)	1	10
7	Mr. Rajeev Kale, (Share held as Nominee of Thomas Cook ( India ) Limited)	1	10
	<b>Total</b>	<b>10000</b>	<b>1,00,000</b>

**List of Preference Shareholders of Travel Corporation (India) Limited as on 31<sup>st</sup> March, 2023**

Sr. No.	Name of Preference Shareholders	No. of Shares held (Face Value of Rs. 10/- each)	Preference Share Capital (Amount in Rs.)
1	Thomas Cook (India) Limited (Promoter)	19,90,19,396	1,99,01,93,960

CERTIFIED TO BE TRUE

For **Travel Corporation (India) Limited**

MADHAVAN  
KARUNAKAR  
AN MENON

Digitally signed by  
MADHAVAN  
KARUNAKARAN  
MENON  
Date: 2023.10.18  
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Madhavan Menon  
Director  
DIN: 00008542  
18th October, 2023

Form No. MGT 8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies  
(Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

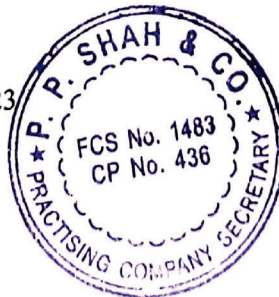
We have examined the registers, records and books and papers of **Travel Corporation (India) Limited** ('the Company') as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act and Rules made there under in respect of:
  1. Its status under the Act;
  2. Maintenance of registers / records and making entries therein within the time prescribed thereof;
  3. Filing of forms and returns as stated in the Annual Return, with the Registrar of Companies / Regional Director / Central Government / the Tribunal / Court or other authorities within the prescribed time, wherever applicable;
  4. Calling / convening / holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, if any, have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed; The Company was not required to pass any resolution by postal ballot.
  5. The Company was not required to close its Register of Members.
  6. The Company has not made any advances / loans to its directors and persons or firms or companies referred in Section 185 of the Act;
  7. Contracts / Arrangements with related parties as specified in Section 188 of the Act;
  8. The Company has not bought back any securities or redeemed any preference shares. The Company does not have any debentures, hence the question of redemption does not arise. The Company has neither reduced or altered its share capital nor converted its shares or securities. There were no instances of transfer or transmission of securities. The Company has not issued or allotted any other securities. The Company has Non-Cumulative Optionally Convertible Redeemable Preference Shares. There were no instance of issue of security certificates.



9. No application for registration of shares is pending before the Company. Hence, there is no question of keeping in abeyance the rights to dividend, rights shares and bonus shares.
10. Declaration / Payment of Dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. Signing of Audited Financial Statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution / appointment / re-appointments / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;  
  
During the financial year under review, there was no instance of casual vacancy for Directors.
13. Appointment of Auditors as per the provisions of Section 139 of the Act; There were no instances of re-appointment or filing up of casual vacancies of the Auditors.
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. Acceptance / renewal / repayment of deposits; as contemplated under Section 73 of the Companies Act, 2013; (Not Applicable to the Company during the financial year under review).
16. The Company has not borrowed from its Directors, members, banks and public financial institutions. During the financial year, there were no instances of satisfaction/Modification of charge.
17. Loans and Investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act.
18. The Company has not altered its Memorandum or Articles of Association.

Place: Mumbai  
Date: 27<sup>th</sup> September, 2023



Signature: *Pradip C. Shah*  
Name of Company Secretary in practice:  
P. P. Shah & Co.,  
Pradip Shah, Partner  
Membership No: 1483  
C.P. No. : 436  
UDIN: F001483E001105575

*Note: The qualification, reservation or adverse remarks; if any, may be stated at the relevant place(s).*