

Thomas Cook (India) Limited

11th Floor, Marathon Futurex
N. M. Joshi Marg, Lower Parel (East),
Mumbai - 400 013.
Board No.: +91-22-4242 7000
Fax No. : +91-22-2302 2864



August 8, 2024

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,

Subject: Notice of the 47th Annual General Meeting of the Company

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith Notice of 47th Annual General Meeting (the 'AGM') of the Company scheduled to be held on Friday, August 30, 2024, at 3:30 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'). The said Notice forms part of the Integrated Annual Report for the financial year 2023-24 and is also available on the Company's website at <https://www.thomascook.in/annual-report>

This is for your information and records.

Thank you.

Yours faithfully,

For **Thomas Cook (India) Limited**

Amit J. Parekh
Company Secretary and Compliance Officer

Encl: a/a

Holidays | Foreign Exchange | Business Travel | MICE | Value Added Services | Visas

Registered & Corporate Office:

Thomas Cook (India) Limited, 11th Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400 013.
Email id: enquiry@thomascook.in CIN No.: L63040MH1978PLC020717
www.thomascook.in

NOTICE

NOTICE is hereby given that the **FORTY SEVENTH ANNUAL GENERAL MEETING ("AGM")** of the Members of **THOMAS COOK (INDIA) LIMITED** will be held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on Friday, August 30, 2024, at 03:30 p.m. (IST) to transact the following businesses:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.**

In this regard, to consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the Reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, be considered and adopted."

2. **To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Report of the Auditors thereon.**

In this regard, to consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the Report of the Auditors thereon, as circulated to the Members, be considered and adopted."

3. **To re-appoint Mr. Sumit Maheshwari (DIN: 06920646), as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.**

In this regard, to consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, Mr. Sumit Maheshwari (DIN: 06920646), who retires by rotation and being eligible offer himself for re-appointment, be & is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. **To re-appoint Mr. Gopalakrishnan Soundarajan (DIN: 05242795) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.**

In this regard, to consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, Mr. Gopalakrishnan Soundarajan (DIN: 05242795), who retires by rotation and being eligible offer himself for re-appointment, be & is hereby re-appointed as a Director of the Company, liable to retire by rotation."

5. **To declare dividend on Equity Shares for the Financial Year ended March 31, 2024.**

In this regard, to consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, the Company hereby recommends 60% dividend (40% normal + 20% special) on Equity Share Capital i.e. Re. 0.60 (Paise Sixty only) per Equity Share of face value Re. 1/- each, for the Financial Year ended March 31, 2024."

SPECIAL BUSINESS:

6. **To consider and approve payment of commission to Non Executive Independent Directors of the Company for the Financial Year 2023-24**

In this regard, to consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulations 17(6) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force), and in terms of the recommendation by the Nomination and Remuneration Committee at its meeting held on May 13, 2024 and approval of the Board of Directors at its meeting held on May 15, 2024 and subject to such approvals, permissions and sanctions, if any, as applicable, the consent of members of the Company be and is hereby accorded, for payment of remuneration by way of Commission to Non Executive Independent Directors of the Company, in such manner and in all respects as may be decided and determined by the Board of Directors of the Company, on recommendation by the Nomination and Remuneration Committee, for the Financial Year ended March 31, 2024;

RESOLVED FURTHER THAT, the remuneration payable to the Non Executive Independent Directors will be in addition to the payment of sitting fees paid to Directors for attending the meetings of the Board of Directors and Committees thereof;

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board may do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that

they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

7. **To appoint Mr. Rahul Narain Bhagat (DIN: 02473708) as Non Executive Independent Director**

In this regard, to consider and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT, Mr. Rahul Narain Bhagat (DIN: 02473708) who was appointed as an Additional Director (Non Executive Independent Director) of the Company by the Board of Directors with effect from July 9, 2024 upon recommendation of the Nomination and Remuneration Committee, and who holds the office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force), and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, and applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force), and pursuant to provisions of the Articles of Association of the Company, the appointment of Mr. Rahul Narain Bhagat (DIN: 02473708), who meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder, and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f. July 9, 2024 up to July 8, 2029 (both days inclusive);

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 149, 197, 198 and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or amendment(s) or substitution(s) thereto or re-enactment(s) made thereof, for the time being in force), Mr. Rahul Narain Bhagat (DIN: 02473708), be paid such fees and remuneration by way of profit-related commission

as may be determined by the Board of Directors of the Company from time to time, on recommendation by the Nomination and Remuneration Committee, which shall however be subject to the limits prescribed in the Companies Act, 2013 from time to time;

RESOLVED FURTHER THAT, any Director(s) and/or the Key Managerial Personnel(s) be and are hereby authorized severally to take such steps and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the foregoing resolution."

Registered Office:

11th Floor, Marathon Futurex
NM Joshi Marg, Lower Parel (East),
Mumbai, Maharashtra, 400013
CIN: L63040MH1978PLC020717
Phone: +91-22-4242 7000
Fax: +91-22-2302 2864
Website: www.thomascook.in
Date: July 31, 2024

By Order of the Board of Directors

Amit J. Parekh
Company Secretary and
Compliance Officer
ACS – 13648

NOTES AND INSTRUCTIONS:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively, ("MCA Circulars") has allowed conduct of Annual General Meetings ("AGM") by Companies through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility up to September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of the Companies Act, 2013 and rules made thereunder, and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 47th AGM of the Company is being convened and conducted through VC / OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.





2. In terms of the provisions of the Companies Act, 2013, Mr. Sumit Maheshwari (DIN: 06920646) and Mr. Gopalakrishnan Soundarajan (DIN: 05242795), retire by rotation at the AGM and being eligible offer themselves for re-appointment. The Board of Directors of the Company recommends their re-appointment. Mr. Sumit Maheshwari and Mr. Gopalakrishnan Soundarajan are not debarred from holding of Office of Director pursuant to any Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India Order or any other such authority. Mr. Sumit Maheshwari and Mr. Gopalakrishnan Soundarajan are interested in the Ordinary Resolution as set out at Item Nos. 3 and 4 respectively of the Notice with regards to continuation of their directorship. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 3 and 4 of the Notice.
 3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Therefore, the facility for appointment of proxies by the Members shall not be available for the AGM and hence the proxy form and attendance slip are not attached to this Notice.
 4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/ OAVM. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to thomascook.scrutinizer@gmail.com with a copy marked to sharedept@thomascook.in
 5. In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 as well as the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members through the electronic mode by sending a request for the same to the Company Secretary at sharedept@thomascook.in.
 7. All the documents referred to in the accompanying Notice and the Explanatory Statement will also be available for inspection by the Members through electronic mode from the date of circulation of this Notice up to the date of the AGM. The request for the same can be sent to the Company Secretary at sharedept@thomascook.in
 8. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
 9. In line with the MCA Circulars and SEBI Circulars, Notice of the 47th AGM along with the Integrated Annual Report for FY 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Physical copy of the Notice of the 47th AGM along with Integrated Annual Report for the FY 2023-24 shall be sent to those Members who request for the same at sharedept@thomascook.in mentioning their names, Folio Number/DP ID and Client ID. Members may note that the Notice and Integrated Annual Report 2023-24 will also be available on the Company's website at <https://www.thomascook.in/annual-report>, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- Registration of e-mail addresses permanently with the Company/Depository Participants: To support the Green Initiative, Members are requested to register their e-mail addresses with their concerned Depository Participants (DPs), in respect of electronic holding and with the Company's RTA, M/s. Link Intime India Private Limited [Erstwhile M/s. TSR Consultants Private Limited ("Link Intime Consultants")], in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/ the Company's RTA, Link Intime Consultants for all future communications.

Process for registering e-mail addresses

- (i) **One time registration of e-mail address with RTA for receiving the Annual Report FY2023-24 and to cast votes electronically:** The Company has made special arrangements with RTA for registration of e-mail address of those Members (holding shares either in electronic or



physical form) who wish to receive the Annual Report for FY2023-24 and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to Link Intime India Private Limited (RTA) on or before 5:00 p.m. (IST) on 20th August, 2024.

- (ii) Process to be followed for one time registration of e-mail address (for shares held in physical form or in electronics form) is as follows:
- Visit the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html
 - Select the name of the Company from dropdown: **Thomas Cook (India) Limited**
 - Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form)/ Folio No. and Certificate No. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail id.
 - System will send One Time Password ('OTP') on mobile no. and e-mail address.
 - Enter OTP received on mobile no. and e-mail ID and submit.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report including Annual Accounts for FY 2023-24 along with the e-Voting user ID and password. In case of any queries, Members may write to evoting@nsdl.com

Updation of PAN and other details: SEBI, vide its Circular dated November 3, 2021 and December 14, 2021, has made it mandatory for holders of physical securities to furnish PAN, KYC (i.e., postal address with pin code, e-mail address, mobile number, bank account details) and Nomination details to avail any investor service. Folios wherein any one of the above-mentioned details are not registered shall be frozen. The concerned Members are therefore urged to furnish PAN, KYC (i.e. postal address with pin code, e-mail address, mobile number, bank account details) and Nomination details by submitting a duly filled-in and signed Form ISR-1 through e-mail from their registered e-mail id to kyc1@linkintime.co.in or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to our RTA, Link Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083. The format of Form ISR-1 is available on the website of the Company at <https://www.thomascook.in/investor-relations>

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address,

mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at kyc1@linkintime.co.in in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

Further, as an initiative, letters were sent to all the Members to provide/update KYC Details viz PAN, Address with PIN Code, E-mail Address, Mobile Number, Bank account details, Specimen Signature and nomination by Physical holders, in which the Company had mentioned following link <https://www.linkintime.co.in> for easy access of formats of forms.

In accordance with Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed entities can be transferred only in dematerialized form, with effect from April 1, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to convert their holdings into dematerialized form.

Members can contact the Company or Company's Registrar and Share Transfer Agent, Link Intime Consultants for assistance in this regard. Members may also refer to the Frequently Asked Questions ('FAQs') which are made available on the Company's website at the following link:

https://resources.thomascook.in/downloads/Frequently_asked_questions_on_Dematerialisation.pdf

Further, pursuant to SEBI Circular dated January 25, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal/exchange of securities certificate, endorsement; sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled-in and signed Form ISR-4, the format of which is available on the website of the Company at <https://www.thomascook.in/investor-relations>

10. **Nomination facility:** The Nomination facility is made available for Members holding shares in physical form. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may





submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the website of the Company at <https://www.thomascook.in/investor-relations>. Members are requested to submit the requisite form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio number. Further Members can also get the prescribed format from the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited [Erstwhile M/s. TSR Consultants Private Limited], C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083.

11. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") and relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company had, accordingly, transferred Rs. 667,673.56 being the unpaid and unclaimed dividend amount pertaining to Final Dividend for Financial Year 2015-2016 to the IEPF in the FY 2023-24.

Pursuant to the provisions of IEPF Rules, all equity shares in respect of which dividend has not been paid or claimed for last seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 691,967 equity shares on which the dividend remained unpaid or unclaimed for last seven consecutive years with reference to the due date of 31st October, 2023 were transferred for the Financial Year 2015-2016 to the IEPF Account, after following the prescribed procedure.

Further, the Company will transfer the unpaid/unclaimed dividend amount pertaining to Final Dividend for Financial year 2016-17 to the IEPF which is due to be transferred on 06 September, 2024 along with the equity shares of all the Shareholders who have not claimed / encashed their dividends in the last seven consecutive years from Financial Year 2016-17.

The Company has been sending reminders to Members having unpaid / unclaimed dividend before transfer of such dividend(s) to IEPF. Details of the unpaid / unclaimed dividend are also uploaded on the Company's website www.thomascook.in. Members who have not encashed

Final Dividend for the Financial Year 2016-17 or any subsequent dividend declared by the Company are advised to write to RTA - Link Intime Consultants immediately, in order to avoid transfer of dividends and shares to the IEPF.

Members are requested to note that no claim shall lie against the Company in respect of any shares/ dividend amounts so transferred to the IEPF Authority. The shares transferred to the IEPF can be claimed back by the concerned Member(s) from the IEPF Authority, after complying with the procedure prescribed under the IEPF Rules.

13. The Dividend on Equity Shares for the year ended March 31, 2024, as recommended by the Board of Directors and if declared at the AGM, will be paid only through electronic mode as mandated by Securities & Exchange Board of India on and from September 12, 2024 to those Shareholders or their mandates:
 - a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, August 16, 2024, (record date), in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, in respect of the shares held in electronic form; and
 - b) whose names appear as Members in the Register of Members of the Company at the end of the business hours on Friday, August 16, 2024, in respect of the shares held in physical form.

shareholders holding shares in physical form shall be paid dividend only through electronic mode subject to their folios being KYC compliant as per the SEBI requirements and are therefore requested to opt for Electronic Clearing System (ECS) mode to receive dividend on time. In case of a Shareholder who is holding Shares in physical form and has not furnished the requisite KYC documents/Bank details the dividend in respect of such folios would be withheld till the time the Shareholder provides the same.

12. The Certificate from the Secretarial Auditors of the Company certifying that the Company's Employee Stock Option Scheme(s) are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and in accordance with the resolutions passed by the Members, will be available for inspection by the Members through electronic mode and a request may be sent to the Company Secretary via e-mail at sharedept@thomascook.in for the same.



13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by Members using remote e-voting as well as the e-voting system during the AGM will be provided by NSDL.
14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 Members on 'first come first served' basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors who are allowed to attend the AGM without restriction on account of 'first come first served' basis.
15. The remote e-voting period commences on Tuesday, 27th August 2024 (9.00 a.m. IST) and ends on Thursday, 29th August 2024 (5.00 p.m. IST). The e-voting module shall be disabled by NSDL for voting thereafter. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date - Friday, 23rd August 2024 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently or cast vote again.
16. The Board of Directors has appointed Mr. P. N. Parikh (Membership No. FCS 327; Certificate of Practice No: 1228) and failing him Mr. Mitesh Dhaliwala (Membership No. FCS 8331; Certificate of Practice No: 9511) and failing him, Ms. Sarvari Shah (Membership No. FCS 9697; Certificate of Practice No: 11717) of Parikh & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
17. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, 23rd August, 2024.
18. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "e-voting" for all those Members who are present at the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility.
19. **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**
 - (i) The remote e-voting period begins on Tuesday, 27th August 2024 (9.00 a.m. IST) and ends on Thursday, 29th August 2024 (5.00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 23rd August, 2024 may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently
 - (ii) The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-voting system


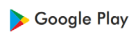


A. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.





Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p data-bbox="544 1081 803 1102">NSDL Mobile App is available on</p> <div data-bbox="544 1113 803 1239">     </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be re-directed to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file. is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file. contains your 'User ID' and your 'initial password'.





- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the print-out of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

20. General Guidelines for shareholders

- (i) Institutional shareholders/Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to thomascook.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders can also upload their Board Resolution/Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- (iii) Any person who acquires shares of the Company and becomes Member of the Company after the Company sends the AGM Notice and holding shares as on cut-off date i.e. Friday, 23rd August, 2024 may obtain the User ID and password by sending an email to evoting@nsdl.com or sharedept@thomascook.in by mentioning their Folio No./DP ID and Client ID for casting their vote. In case of individual shareholders holding shares in demat mode, they are requested to follow steps explained at step 1(A) of Note 19 'Access to NSDL e-Voting system'
- (iv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Rimpa Bag, Assistant Manager, NSDL at evoting@nsdl.com who will also address the grievances connected with the voting by electronic means.

21. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sharedept@thomascook.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card)



to sharedept@thomascook.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1(A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).

3. Alternatively, Shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join Meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. The Members are encouraged to join the AGM through VC/OAVM facility, thirty (30) minutes before the scheduled time of commencement of the AGM and the facility shall be kept open through-out the proceedings of the AGM.
6. Members who would like to express their views/ or ask questions may register themselves as a speaker by sending the request along with their queries atleast five (5) days in advance by mentioning their name, demat account number/folio number, email id, mobile number at sharedept@thomascook.in. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers, depending on the availability of time for the AGM. Members who do not wish to speak during the AGM but have queries related to financial statements or other, may send their queries atleast five (5) days in advance before AGM by mentioning their name, demat account number/folio number, PAN, mobile number at sharedept@thomascook.in. These queries will be replied by the Company suitably by email.
7. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman and / or any Director and / or Company Secretary and Compliance Officer as duly authorized by the Board who shall countersign the Scrutinizer's Report. The result shall be declared by the Chairman or a person as authorized by him in writing.
8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.thomascook.in and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Result would be communicated to the BSE Limited and the National Stock Exchange of India Limited. The result will also be displayed on the notice board of the Company at its registered office.



**Registered Office:**

11th Floor, Marathon Futorex
 NM Joshi Marg, Lower Parel (East),
 Mumbai, Maharashtra, 400013
 CIN: L63040MH1978PLC020717
 Phone: +91-22-4242 7000
 Fax: +91-22-2302 2864
 Website: www.thomascook.in

Date: July 31, 2024

By Order of the Board of Directors

Amit J. Parekh
 Company Secretary and
 Compliance Officer
 ACS – 13648

ADDITIONAL INFORMATION PURSUANT TO REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA / STATEMENT SETTING OUT MATERIAL FACTS (EXPLANATORY STATEMENT) PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013 read with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following explanatory statement and annexures thereto setting - out all material facts relating to Special Business as set - out at Item No. 6 and 7 of the accompanying Notice, should be taken as forming part of this Notice.

ITEM NO. 6

TO CONSIDER AND APPROVE PAYMENT OF COMMISSION TO NON EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24:

As per the provisions of Sections 149, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and taking into account the roles and responsibilities of the Directors, it is proposed that the remuneration by way of commission be paid, collectively to all the Non Executive Independent Directors of the Company, for the Financial Year 2023-24.

It is pertinent to note that the Non Executive Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as strategic leadership and management experience, technology and digital expertise, industry and sector experience / knowledge, financial and risk management, governance, global business / international expertise, public policy, etc. The Non Executive Directors and Independent Directors attend the meetings of the Board of Directors and the Committees of which he/she is a part thereof thereby devoting their sufficient time and attention to its

professional obligations for informed and balanced decision making. They also help in bringing independent judgement to bear on Board deliberations and assist in implementing the best corporate governance. Having regard to the above and in order to retain the rich expertise of the Non Executive Directors, the Nomination & Remuneration Committee at its meeting held on May 13, 2024, recommended payment of Commission to Non Executive Directors, to the Board. The Board of Directors at its meeting held on May 15, 2024, accorded their consent for payment of commission to Non Executive Independent Directors. It may be noted that, Mr. Chandran Ratnaswami, Mr. Sumit Maheshwari and Mr. Gopalakrishnan Soundarajan have waived their right / entitlement to commission and sitting fees, hence the proposed commission shall be paid only to Independent Directors of the Company.

The Company therefore, seeks approval of the shareholders for paying such remuneration. As envisaged in Schedule V of the Companies Act, 2013, the commission proposed to be paid is as follows:

Sr. No.	Name	Days	Proposed commission for the Financial Year 2023-24 (INR Mn)
1	Mrs. Kishori Udeshi	365	3.00
2	Mr. Pravir Kumar Vohra	365	3.00
3	Mr. Sunil Mathur	365	3.00
4	Mr. Nilesh S Vikamsey	365	3.00
5	Mrs. Sharmila Abhay Karve	365	3.00
	Total		15.00

It is also emphasised that remuneration to Independent Directors is in accordance with the Nomination and Remuneration (NRC) Policy of the Company. The same is available on the Company's website at: https://resources.thomascook.in/downloads/NRC_Policy

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is given in Annexure A & B to this Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The Board of Directors recommends the Ordinary Resolution as set - out at Item No. 6 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, save & except Mrs. Kishori Udeshi (DIN: 01344073), Mr. Pravir Kumar Vohra (DIN: 00082545), Mr. Sunil Mathur (DIN: 00013239), Mr. Nilesh S Vikamsey (DIN: 00031213), Mrs. Sharmila Abhay Karve (DIN: 05018751) and their respective relatives, in respect of Commission to be paid to them as set-out at Item No. 6 of this Notice.



ITEM NO. 7**TO CONSIDER & APPROVE APPOINTMENT OF MR. RAHUL NARAIN BHAGAT (DIN: 02473708) AS NON EXECUTIVE INDEPENDENT DIRECTOR:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee approved appointment of Mr. Rahul Narain Bhagat (DIN: 02473708) as an Additional Director (Non Executive Independent Director) of the Company, in term of the provisions of Section 161(1) of the Companies Act, 2013. The Board also approved the tenure of his office as Non Executive Independent Director for a term of five consecutive years w.e.f July 9, 2024 up to July 8, 2029 in terms of the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to approval of Members of the Company. He being, Additional Director holds the office till this Annual General Meeting.

The Company follows a robust process for Board appointments and succession, which is a hallmark of a forward-thinking, future-ready and progressive Board. The Nomination and Remuneration Committee, followed by the Board, deliberates on various factors including current tenure of Board members, anticipated vacancies in key board positions, skill matrix, diversity, time-commitment and statutory requirements etc. The appointment of Mr. Rahul Narain Bhagat has been recommended by the Nomination and Remuneration Committee and made by the Board to address the long-term requirement of the Company and to ensure smooth transition in key board positions. In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Rahul Narain Bhagat fulfils the conditions specified in the Companies Act, 2013, the rules made thereunder and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director of the Company and is independent of Management of the Company.

Brief Profile of Mr. Bhagat is as follows:

Recognised by The Asian Banker on their List of Leading Practitioners, Mr. Rahul Narain Bhagat is a versatile Consumer Banking professional with close to 3 decades of experience. Mr. Bhagat began his career as a management trainee at ANZ Grindlays Bank (1989-1997) before joining Bank of America as Vice President (1997-1999). When BankAm sold their consumer banking portfolios across numerous Asian markets, Mr. Bhagat joined HDFC Bank where he spent the next 16 years (1999-2015) playing a significant role in building the retail banking business into a dominant market leadership position. As Country Head – Retail Liabilities, Marketing & Direct Banking Channels, Mr. Bhagat reported to the CEO for 10 years and was a member of the Senior Leadership Team. He thereafter partnered Vodafone India Ltd in successfully applying for a Payments Bank licence in 2015 and was appointed CEO (designate) of the then proposed bank. During his extensive

banking career, Mr. Bhagat's contribution and leadership has been recognised through invitation to numerous Boards and Committees, including Standing Committee on Retail Banking, Indian Bank's Association; Executive Committee - National Securities Depository Limited; Customer Global Advisory Board, NCR Corp (USA); Global Advisory Board, Diebold Inc (USA); and Member of Indian Public Schools Society. Mr. Bhagat is actively involved in the fields of Education and Heritage Conservation. He was on the Governing Board of The Doon School, is a member of the Indian Public Schools Society and a Founder Director of the World Monuments Fund India Association. He also serves as an Independent Director on multiple commercial boards and uses his experience to invest in and mentor early-stage Fintech and Retail focused businesses.

While Mr. Rahul Narain Bhagat possess skills, expertise and competencies in multiple domains, his key skills, expertise and competencies are as below:

- Financial Knowledge
- Global Business
- Leadership
- Business Strategy and Development
- Board Service and Governance

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

Mr. Rahul Narain Bhagat has confirmed his eligibility for appointment as an Independent Director of the Company under Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director. The Company has also received declaration from him confirming that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, rules made thereunder and Regulation 16(1)(b) of Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 25(8) of Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any Securities and Exchange of Board of India, Ministry of Corporate Affairs, Reserve Bank of India order or any other such authority, he has successfully registered himself in the Independent Director's data bank maintained by The Indian Institute of Corporate Affairs, Manesar and also completed the online proficiency test, conducted by the Indian Institute of Corporate Affairs.





In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing candidature of Mr. Rahul Narain Bhagat for the office of a Director as per the provisions of the Companies Act, 2013.

In terms of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed that Mr. Rahul Narain Bhagat be appointed as an Independent Director for a term of five consecutive years w.e.f. July 9, 2024 up to July 8, 2029.

In terms of the provisions of Regulations 17(1C) and 25(2A) of Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval of the Shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a Special Resolution.

Mr. Rahul Narain Bhagat is not related to any Director or Key Managerial Personnel of the Company.

Mr. Rahul Narain Bhagat does not hold any equity shares in the Company.

The requisite details and information pursuant to Regulation 36(3) of Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and Secretarial Standard-2 issued by Institute of the Company Secretaries of India, as on the date of Notice, are enclosed in Annexure B.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of his appointment, is available for inspection by the Members through the electronic mode by sending a request for the same to the Company Secretary at sharedept@thomascook.in and is also available on the website of the Company at www.thomascook.in.

The Board of the Directors firmly believes that Mr. Rahul Narain Bhagat brings immense value on account of his professional competence and diversified experience, and accordingly, recommends, his appointment, as an Independent Director of the Company for a term of five consecutive years w.e.f. July 9, 2024 up to July 8, 2029. The remuneration payable to Mr. Rahul Narain Bhagat, Independent Director, shall be governed by the Nomination and Remuneration Committee Policy of the Company and Shareholders' approval, as the case may be.

Mr. Rahul Narain Bhagat is interested in the resolution set - out at Item No. 7. Further, his relatives are also deemed to be interested in the respective resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, as set - out at Item No. 7 of the accompanying Notice.

The Board recommends the Special Resolution as set out at Item No. 7 of the Notice for approval of the Members.

ANNEXURE A
**STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013
(ITEM NO. 6 OF THE NOTICE)**
I. General Information:

- A. Nature of industry** - The Company belongs to service Industry, providing Travel and Financial Services that include Foreign Exchange, Corporate Travel, Leisure Travel, and Insurance.
- B. Date or expected date of commencement of commercial production** - The Company is carrying on business since its incorporation on October 21, 1978
- C. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** - Not Applicable
- D. Financial performance based on given indicators** - Financial Performance of the Company (Standalone figures)

(INR Mn)

Particulars	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022
Total Revenue	19,903.8	13,640.2	2,857.4
Profit / (Loss) Before Tax	1,521.4	187.4	(1,231.1)
Net Profit / (Loss) After Tax	999.0	15.0	(824.8)
Dividends#	188.4	20.4	Nil
MTM (Loss)/ Gain	112.4	(352.8)	(40.1)
(Loss)/ Profit Before Tax without MTM**	1,409.0	540.2	(1,191.0)

Notes: # Dividend excludes Dividend Distribution Tax

** Profit / (loss) from operations before exceptional items

- E. Foreign Investments or Collaborations, if any** - The Company has the following foreign investments as on date of this Notice:

Sr. No.	Name of company where invested	Type of investment	No. of securities	Amount in INR equivalent (INR Mn)
1	Thomas Cook (Mauritius) Holding Company Limited, Mauritius	Equity shares of USD 1/- each	1,655,500	73.25
2	Thomas Cook Lanka (Private) Limited, Sri Lanka	Equity shares of LKR 10/- each	10,767,978	42.77
3	Travel Circle International (Mauritius) Limited	Equity shares of USD 1/-each	2,025,000	130.72
4	Travel Circle International Limited (Hong Kong)	Ordinary shares of HKD 1/- each	59,523,801	501.40
5	Travel Circle International (Mauritius) Limited	6% Optionally Convertible Preference share of USD 1/- each	1,20,49,535	950.04
6	Horizon Travel Services LLC	Equity shares of USD 100/- each	9,750	62.91
7	Thomas Cook Lanka (Private) Limited	Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of LKR 10/- each	5,000,000	13,810,491

The Company has no foreign collaborations as on the date of this Notice.





II. Information about the appointees: (With Respect to Item No. 6):

Particulars	Mrs. Kishori Jayendra Udeshi	Mr. Nilesh Shivji Vikamsey	Mr. Sunil Behari Mathur	Mr. Pravir Kumar Vohra	Mrs. Sharmila Abhay Karve
Background Details	The details are available on the website of the Company: https://www.thomascook.in/board-of-directors				
Past Remuneration (Payment of Commission) INR Mn					
FY 2022-23*	0.68	0.68	0.68	0.68	0.68
FY 2021-22	Nil	Nil	Nil	Nil	Nil
FY 2020-21	Nil	Nil	Nil	Nil	Nil
Recognition or Awards	The details are available on the website of the Company: https://www.thomascook.in/board-of-directors				
Job profile and suitability	The Directors of the Company play an important role in sustainable growth, attaining the overall strategic goals of the Company and ensure adoption of good governance practices. The Independent Directors of your Company bring with them significant professional expertise and rich experience and knowledge across a wide spectrum of functional areas such as business strategy, finance and corporate governance. They actively engage with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company.				
Remuneration proposed	As stated in Explanatory Statement vide Item No. 6				
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company, the profile of the Directors, their responsibilities and the industry benchmarks, the remunerations is in line with remuneration drawn for similar positions in Companies of similar scale and size.				
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Save and except, receipt of commission and sitting fees, there are no other pecuniary relationships or transactions of Non Executive Directors with the Company.				

*Paid in FY 2023-24

III. Other Information:

- a. **Reasons of loss or inadequate profits** – The Company had made its best ever Profit Before Tax for FY 2023-24 of Rs. 1,521 Mn at the standalone level. However, Non Executive Independent Director's commission at one percent of net profits as per the Companies Act, 2013 needs to be applied on the profits arrived as per Section 197 and 198 of the Companies Act, 2013, including the brought forward losses (calculated under these sections) of earlier years. The Company had carried forwarded losses due to Covid in previous years and the profit arrived at as per the calculations turned – out to be a loss of Rs. 1,422 Mn due to brought forward losses of previous years.
- b. **Steps taken or proposed to be taken for improvement**– The key focus for the Group during the last year was to increase the efficiencies, control costs and emerge strong on the back of evaluated measures and steps which would help it safeguard broader level interests of the Company and its associated partners and stakeholders. The Company took several decisive actions and executed strategies around safety, cost rationalization, customer focus, innovation, enhanced use of technology etc. These comprehensive efforts have enabled us to earn a Consolidated Profit Before tax at Rs. 3,449 Mn and Standalone Profit Before Tax at Rs.1,521 Mn for FY2023-24 and the Company is expecting to derive benefits of these steps in coming years.
- c. **Expected Increase in productivity and profits in measurable terms:** The transformational changes carried out in the Group led by innovation, automation and customer centricity assisted us in achieving a remarkable recovery in sales and business results in the financial year 2023-24. It is expected that the Company will sustain its profits in future years and the brought forward losses will be wiped - off in the coming years.

IV. Disclosures:

The Disclosures in the Board of Directors' Report under the heading 'Corporate Governance,' included in the Annual Report for the financial year 2023-24. The requisite details of remuneration of all the Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2023-24 of the Company.

ANNEXURE B
Additional Information with respect to Item Nos. 3, 4, 6 and 7
Information Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is as under:

Name	Mr. Sumit Maheshwari	Mr. Gopalakrishnan Soundarajan
DIN	06920646	05242795
Age	41 years	62 years
Qualifications	Mr. Sumit Maheshwari is a qualified Chartered Accountant, completed a Post Graduate Programme in Management from the Indian School of Business, Hyderabad, and holds Bachelor of Commerce and Master of Commerce degrees from the University of Mumbai.	Mr. Soundarajan holds a Bachelor of Commerce degree from the University of Madras, is a member of the Institute of Chartered Accountants of India and is a Qualified Chartered Financial Analyst and Member of the CFA Institute in the United States of America.
Experience	19 years	Over 35 years
Brief Profile and Expertise including nature of expertise in specific functional areas	<p>Mr. Maheshwari joined Fairbridge Capital in 2011 and has been the Managing Director of Fairbridge Capital since May 2018. His key responsibilities include sourcing, evaluating, negotiating, executing and exiting investment opportunities. He is also responsible for monitoring the portfolio companies.</p> <p>Mr. Maheshwari has been closely involved in the investments of Bangalore Airport, Sanmar Group, CSB Bank, Fairchem Organics, Seven Islands Shipping, Thomas Cook, Qness Corp, Sterling Holiday amongst others. He also serves on the Board of Directors of many of Fairfax's portfolio companies.</p> <p>Prior to joining Fairbridge Capital, Mr. Maheshwari worked with KPMG in India and UK in their audit and accounting advisory functions. He is a qualified Chartered Accountant, completed a Post Graduate Program in Management from the Indian School of Business, Hyderabad, and holds Bachelor of Commerce and Master of Commerce degrees from the University of Mumbai.</p>	<p>Mr. Soundarajan holds a Bachelor of Commerce degree from the University of Madras, is a member of the Institute of Chartered Accountants of India and is a Qualified Chartered Financial Analyst and Member of the CFA Institute in the United States of America.</p> <p>Mr. Soundarajan is the Chief Executive Officer at Fairfax India Holdings Corporation and Managing Director at Hamblin Watsa Investment Counsel Ltd. Prior to this, Mr. Soundarajan was the Chief Investment Officer of ICICI Lombard, a leading private general insurance company in India from 2001 to 2018 and was a member of the Investment Committee.</p> <p>Mr. Gopalakrishnan Soundarajan serves on the board of directors of Fairfax India Holdings Corporation, FIH Mauritius Investments Ltd, FIH Private Investments Ltd, Bangalore International Airport Limited, IIFL Finance Limited, Fairfirst Insurance Limited, 10955230 Canada Inc., Anchorage Infrastructure Investments Holdings Limited, Qness Corp Limited, Go Digit General Insurance Limited, Go Digit Life Insurance Limited, and Primary Real Estate Investments.</p>
Terms and Conditions of appointment	Mr. Sumit Maheshwari will be re-appointed as a Non Executive Director, liable to retire by rotation	Mr. Gopalakrishnan Soundarajan will be re-appointed as a Non Executive Director, liable to retire by rotation
Past Remuneration	Mr. Sumit Maheshwari, being Non Executive Director, is eligible to be paid commission as may be decided by the Company, sitting fees depending upon the number of Board and Committee meetings attended and reimbursement of expenses incurred for attending the meeting but he voluntarily waived his entitlement to his share of commission and sitting fees.	Mr. Gopalakrishnan Soundarajan, being Non Executive Director, is eligible to be paid commission as may be decided by the Company, sitting fees depending upon the number of Board and Committee meetings attended and reimbursement of expenses incurred for attending the meeting but he voluntarily waived his entitlement to his share of commission and sitting fees.
Remuneration Payable	Nil	Nil
Date of first appointment on the Board	September 27, 2018	May 29, 2021
Details of shareholding including shareholding as a beneficial owner in the Company	Nil	Nil
Relation with other Directors, Manager and KMPs	No relation with other Directors, Manager and KMPs of the Company	No relation with other Directors, Manager and KMPs of the Company
No. of Board Meetings attended during the financial year 2023-24	4 out of 5 for the Financial Year 2023-24	5 out of 5 for the Financial Year 2023-24





<p>Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2024</p>	<ul style="list-style-type: none"> • Sterling Holiday Resorts Limited • Bangalore International Airport Limited • CSB Bank Limited • Seven Islands Shipping Limited • Anchorage Infrastructure Investments Holdings Limited • Fairchem Organics Limited • Fairbridge Capital Private Limited • Saurashtra Freight Private Limited • Fairfreight Lines Private Limited • Maxop Engineering Company Private Limited • Jaynix Engineering Private Limited • Fairfax India Holdings Corporation • 10955230 Canada INC • Fairfax India Charitable Foundation 	<ul style="list-style-type: none"> • Bangalore International Airport Limited • Anchorage Infrastructure Investments Holdings Limited • Qess Corp Limited • Go Digit Life Insurance Limited • Primary Real Estate Investments • FIH Private Investments Limited • FIH Mauritius Investments Limited • Fairfax India Holdings Corporation • 10955230 Canada INC • Hamblin Watsa Investment Counsel Limited
<p>Memberships/ Chairmanship of Committees (including Memberships/ Chairmanship of Committees of Board of listed entities) as on March 31, 2024</p>	<p>Thomas Cook (India) Limited: Audit Committee - Member Corporate Social Responsibility Committee – Member</p> <p>CSB Bank Limited: Management Committee – Member Committee for Monitoring Large Value Frauds (CMF) – Member Corporate Social Responsibility Committee – Member Nomination and Remuneration Committee – Member</p> <p>Fairchem Organics Limited: Risk Management Committee – Member Corporate Social Responsibility Committee – Member Nomination & Remuneration Committee – Member Audit Committee – Member</p> <p>Saurashtra Freight Private Limited: Remuneration Committee – Member CSR Committee – Member</p> <p>Bangalore International Airport Limited: Corporate Social Responsibility Committee – Member Management Committee – Member</p> <p>Fairbridge Capital Private Limited: Corporate Social Responsibility Committee – Chairman</p> <p>Fairfreight Lines Private Limited: Corporate Social Responsibility Committee – Member</p> <p>Jaynix Engineering Private Limited: Corporate Social Responsibility Committee – Member</p> <p>Maxop Engineering Company Private Limited: Corporate Social Responsibility Committee – Member</p> <p>Anchorage Infrastructure Investments Holdings Limited: Nomination and Remuneration Committee – Member Audit Committee – Member</p> <p>Sterling Holiday Resorts Limited: Corporate Social Responsibility Committee - Member</p>	<p>Qess Corp Limited: Audit Committee – Member</p>
<p>Listed entities from which the Director has resigned in the past three years</p>	<ul style="list-style-type: none"> • Resigned from Privi Specialty Chemicals Limited (Formerly known as Fairchem Specialty Limited) w.e.f. 29.04.2021. • Resigned from Nations Trust Bank PLC, listed at Colombo Stock Exchange, Sri Lanka, w.e.f. 30.03.2022 	<p>Resigned from 360 One Wam Limited (Previously known as IIFL Wealth Management Limited) w.e.f 23.11.2022</p>
<p>In case of appointment of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</p>	<p>Not Applicable</p>	<p>Not Applicable</p>



Name	Mrs. Kishori Jayendra Udeshi	Mr. Sunil Behari Mathur	Mr. Nilesh Vikamsey
DIN	01344073	00013239	00031213
Age	80 Years	79 Years	59 Years
Qualifications	M.A. Degree in Economics from Bombay University	Mr. Sunil Mathur is a Chartered Accountant by profession	Mr. Nilesh Vikamsey is a Chartered Accountant, Diploma in Information System Audit (DISA) of the ICAI, Business Consultancy Studies Course
Experience	Over 50 years of diversified experience in banking and regulatory sectors	Over 50 Years	about 40 years
Brief Profile and Expertise including nature of expertise in specific functional areas	<p>Mrs. Kishori Udeshi has M.A. Degree in Economics from Bombay University. She moved on to a professional career in central banking and became the first woman to be appointed as Deputy Governor of the Reserve Bank of India.</p> <p>She was the first Executive Director of the RBI to be nominated on the Board of State Bank of India. As Deputy Governor, one of her portfolios was the regulation and supervision of the banking and non-banking sector. She represented the RBI on the Core Principles Liaison Group and the Core Principles Working Group on Capital, of the Basel Committee on Banking Supervision, set up by the Bank for International Settlements, Switzerland. As Deputy Governor she was on the Board of SEBI, NABARD, Exim Bank and was the Chairman of Bharatiya Reserve Bank Note Mudran (Pvt.) Ltd., Bangalore as also Chairman of the Deposit Insurance and Credit Guarantee Corporation.</p> <p>In 2006 the Reserve Bank of India appointed her as Chairman of The Banking Codes and Standards Board of India. She demitted this office in December 2011. She was a Member of the Financial Sector Legislative Reforms Commission chaired by Justice SriKrishna, set up by the Government of India.</p> <p>Mrs. Udeshi is currently a Director of Haldyn Glass Limited, ION Exchange (India) Limited, Cartrade Tech Limited and Kalyan Jewellers India Limited.</p> <p>Mrs. Kishori Udeshi joined the Board of Thomas Cook (India) Limited with effect from 25th January 2013.</p>	<p>Mr. Sunil Mathur is a Chartered Accountant by profession, he served as the Chairman of Life Insurance Corporation of India (LIC) - the largest life insurance company in India from August 2002 to October 2004. Post retirement from LIC, the Government of India appointed Mr. Mathur as administrator of the Specified Undertaking of the Unit trust of India (SUUTI), successor to the erstwhile Unit Trust of India, in December 2004 to manage the high return and guaranteed assured return schemes for which Government had provided financial support. Mr. Mathur relinquished charge as administrator in December 2007. Economic Times ranked Mr. Mathur at No. 33 in the list of Indian CEO's (second amongst PSUs) and marked a record jump of 41 places by any CEO in a single year (from 74 in the year 2004 to 33 in the year 2005).</p> <p>Mr. Mathur was nominated as a part-time member of Insurance Regulatory and Development Authority and was Non Executive Chairman of the National Stock Exchange of India Limited. He is on the Board of leading corporates including Ultra Tech Cement Ltd, DCM Shriram industries, Travel Corporation (India) Limited and QRG Enterprises.</p> <p>Mr. Mathur was appointed as Secretary General of Life Insurance Council in May 2012. He relinquished charge of the Life Council in August 2012. He was also a member of Committee appointed by the Government to look into the issue of mis-selling and intermediary commission in the financial sector in 2014.</p> <p>Mr. Mathur joined the Board of Thomas Cook (India) Limited. with effect from December 23, 2015.</p>	<p>Mr. Nilesh Vikamsey is a senior partner at KKC & Associates LLP (Formerly - Khimji Kunverji & Co LLP) - an 88-year-old Chartered Accountants firm. He is an Independent Director in many other Listed and Unlisted Companies. He is a Past President of ICAI. He was a Director & the past Chairman of Federal Bank Limited and member of IRDA.</p> <p>Mr. Vikamsey is presently a member of the Advisory Committee on Mutual Funds of SEBI, Chairman of National BFSI Committee and Vice President of West India Council of Indo American Chamber of Commerce & Core Group Member of Bombay Chartered Accountants' Society (BCAS). He is Member of Advisory Boards of Blacksoil Group, IC3 Institute, MentorMyBoard & Mahatma Phule Renewable Energy and Infrastructure Technology Ltd (MAHAPREIT) Alternate Investment Fund (AIF) and Jain Chartered Accountants Federation. He is a trustee in 'Sayagi U Ba Khin' Memorial Trust (Vipassana International Academy, Igatpuri) & few educational trusts in Mumbai.</p> <p>He was an observer on the Board of International Federation of Accountants and Member of IFAC's Technology Advisory Group, was Chairman of SEBI's Qualified Audit Report Committee (QARC) and was member of Corporate Governance Committee chaired by Uday Kotak, Primary Market Advisory Committee and Committee on Disclosures and Accounting Standards (SCODA). He is member of International Auditing and Assurance Standards Board (IAASB) Reference Group for Audits of Less Complex Entities. He is a Speaker/Chairman, at various seminars, meetings, lectures held by various Committees, Regional Councils, Branches & Study Circles of ICAI and various other organizations.</p>
Terms and Conditions of appointment	Mrs. Udeshi was appointed as Non Executive Independent Director for a second term of five consecutive years effective from September 16, 2019 to September 15, 2024 in conformity with Company's policy on Corporate Governance.	Mr. Sunil Mathur was appointed as the Non Executive Independent Director for a second term of five consecutive years effective from 23rd December, 2020 to 22nd December, 2025 in conformity with Company's policy on Corporate Governance.	Mr. Nilesh Vikamsey was appointed as the Non Executive Independent Director for a second term of five consecutive years effective from 23rd December, 2020 to 22nd December, 2025 in conformity with Company's policy on Corporate Governance.
Past Remuneration (Commission paid for the financial year 2022-23) (INR Mn)	*0.68 Mn	*0.68 Mn	*0.68 Mn
Remuneration Payable	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board and Committees meetings attended and reimbursement of expenses incurred for attending the meeting.	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board and Committees meetings attended and reimbursement of expenses incurred for attending the meeting.	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board and Committees meetings attended and reimbursement of expenses incurred for attending the meeting.
Date of first appointment on the Board	January 25, 2013	December 23, 2015	December 23, 2015
Details of shareholding including shareholding as a beneficial owner in the Company	Nil	Nil	Nil
Relation with other Directors, Manager and KMPs	No relation with other Directors, Manager and KMPs of the Company	No relation with other Directors, Manager and KMPs of the Company	No relation with other Directors, Manager and KMPs of the Company
No. of Board meetings attended during the financial year 2023-24	5 out of 5 for the Financial Year 2023-24	5 out of 5 for the Financial Year 2023-24	5 out of 5 for the Financial Year 2023-24





Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2024	<ul style="list-style-type: none"> Shriram Automall India Limited ION Exchnage (India) Limited Haldyn Glass Limited Kalyan Jewellers India Limited SOTC Travel Limited Cartrade Tech Limited Sobek Auto India Private Limited 	<ul style="list-style-type: none"> #DCM Shriram Industries Limited Ultratech Cement Limited Travel Corporation (India) Limited QRG Investments and Holding Limited 	<ul style="list-style-type: none"> IIFL Finance Limited 360 One Wam Limited PNB Housing Finance Limited SOTC Travel Limited Nippon Life India Trustee Limited Allcargo Gati Limited (Formerly Gati Limited) Gati Express & Supply Chain Private Limited (Formerly Gati-Kintetsu Express Private Limited) Allcargo Logistics limited Thejo Engineering Limited
Memberships/ Chairmanship of Committees (including Memberships/ Chairmanship of Committees of Board of listed entities) as on March 31, 2024	<p>Shriram Automall India Limited Audit Committee- Chairperson Nomination and Remuneration Committee- Member</p> <p>ION Exchange (India) Limited Stakeholder Relationship Committee- Member Corporate Social Responsibility Committee- Member Risk Management Committee- Chairperson</p> <p>Haldyn Glass Limited Audit Committee- Member Nomination and Remuneration Committee- Chairperson Corporate Social Responsibility Committee- Member</p> <p>CarTrade Tech Limited Audit Committee- Chairperson Nomination and Remuneration committee- Member</p> <p>Thomas Cook (India) Limited Audit Committee- Member Nomination and remuneration committee- Member Corporate Social Responsibility Committee- Chairperson Stakeholder Relationship Committee- Member</p>	<p>DCM Shriram Industries Limited Audit Committee- Member Nomination and remuneration Committee- Member</p> <p>Ultratech Cement Limited Audit Committee- Chairman Stakeholders Relationship Committee- Chairman</p> <p>Thomas Cook (India) Limited Audit Committee- Member Nomination and remuneration committee- Chairman Stakeholders Relationship Committee- Member</p> <p>QRG Investments and Holding Limited Audit Committee- Chairman Corporate Social Responsibility Committee- Chairman IT Strategy Committee- Chairman Nomination and remuneration committee- Member Risk Management Committee- Member</p>	<p>IIFL Finance Limited Audit Committee- Chairman Nomination and remuneration Committee- Member Risk Management Committee- Member Corporate Social Responsibility Committee- Member IT Strategy Committee- Member Environment & Social Governance Committee- Member</p> <p>360 One Wam Limited Audit Committee- Member Nomination and Remuneration Committee- Member Risk Management Committee- Member Corporate Social Responsibility and Environment, Social & Governance Committee - Member</p> <p>Thomas Cook (India) Limited Audit Committee- Chairman Stakeholders Relationship Committee- Member</p> <p>PNB Housing Finance Limited Audit Committee- Chairman Nomination and Remuneration Committee- Member</p> <p>Nippon Life India Trustee Limited Audit Committee- Member Committee of Directors- Member Committee of Trustee- Member Risk Management Committee- Member</p> <p>Allcargo Gati Limited (Formerly Known as Gati Limited) Audit Committee- Member Risk Management Committee- Chairman</p> <p>Gati Express & Supply Chain Private Limited (Formerly known as Gati-Kintetsu Express Private Limited) Audit Committee- Chairman Nomination and Remuneration Committee- Member</p> <p>Allcargo Logistics Limited Audit Committee- Chairman Governance and Nomination & Remuneration Committee- Member Risk Management, Finance, Strategy and Legal Committee - Member</p> <p>Thejo Engineering Limited Audit Committee- Member Compensation/Nomination and Remuneration Committee- Member</p>
Listed entities from which the Director has resigned in the past three years	<ul style="list-style-type: none"> Resigned from Elantas Bech India Limited w.e.f. 27.07.2022 Resigned from Shriram Finance Limited w.e.f. 05.12.2022 	Resigned from ITC Limited w.e.f. 15.09.2021	<ul style="list-style-type: none"> Resigned from Navneet Education Limited w.e.f. 01.02.2023 Pursuant to completion of term as Independent Director (ID) of IIFL Finance Limited, Mr. Nilesh Vikamsey ceased to be ID of the company w.e.f March 31, 2024, close of business hours
In case of appointment of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Not Applicable

#Ceased to be ID / Non Executive chairman of DCM Shriram Industries Limited w.e.f. March 31, 2024 and appointed as Non-independent Director – Non Executive Chairman w.e.f. April 1, 2024

*Paid in FY2023-24



Name	Mr. Pravir Kumar Vohra	Mrs. Sharmila Abhay Karve	Mr. Rahul Narain Bhagat
DIN	00082545	05018751	02473708
Age	69 Years	59 Years	60 Years
Qualifications	Mr. Pravir Kumar Vohra is a postgraduate in Economics from St. Stephen's College, University of Delhi and a Certified Associate of the Indian Institute of Bankers.	Mrs. Karve is a Chartered Accountant with extensive experience in finance, accounts and audit.	Master of Arts degree in International Affairs from College of William and Mary, Williamsburg, USA, and a Bachelor of Arts degree in History (Honors) from St. Stephen's College, Delhi University, India.
Experience	Over 45 years	Over 32 years	Over 30 years
Brief Profile and Expertise including nature of expertise in specific functional areas	<p>Mr. Pravir Kumar Vohra is a postgraduate in Economics from St. Stephen's College, University of Delhi and a Certified Associate of the Indian Institute of Bankers. He was associated with the State Bank of India for over 23 years where he held various senior positions - both in India and overseas. His last assignment, before he opted for voluntary retirement in 1999 was as head of the Bank's Forex Division. Post a brief stint with the Corporate Banking group of Times Bank Ltd., he moved to the ICICI Bank Group where he headed the Technology function for many years. At ICICI, he was also responsible for facilities management, infrastructure and administration, including the roll out of new branches and ATMs.</p> <p>Mr. Vohra has served on numerous technology and functional committees set - up by organizations such as the CBDT, UIDAI, IBA and the RBI. In the past, he was a nominee director on the Boards of Loyalty Solutions & Research Pvt Ltd, ICICI Securities Ltd, Firstsource Solutions Ltd and an independent director on MCX India Ltd., Quess Corporation, Goldman Sachs AMC Services & 3i Infotech etc</p> <p>Post his retirement as President & Group CTO of ICICI Bank in 2012, Mr. Vohra helped set - up the Technology function at the New Development Bank in Shanghai. He now serves on the Technology Advisory Committees of organizations like the Bombay Stock Exchange, Indian Clearing Corporation Ltd, NPCI & Power Exchange of India Ltd.</p> <p>Accolades won by Mr. Vohra include The Asian Banker Achievement Award for Technology & Operations in 2006 and the Symantec Asia South Visionary 2008. He was also one of the three CIOs of international banks to have featured on the Information Week's Global CIO 50 List for 2009.</p> <p>Mr. Vohra joined the Board of Thomas Cook (India) Limited with effect from April 10, 2015.</p>	<p>Mrs. Karve is a Chartered Accountant with extensive experience in finance, accounts and audit. She began her career with Lovelock & Lewes and grew to the position of Diversity & Inclusion Leader for PWC Global network, where she retired. Mrs. Karve is currently serving on the Boards of Syngene International Limited, EPL Limited, CSB Bank, Aadhar Housing Finance Limited etc.</p>	<p>Recognised by The Asian Banker on their List of Leading Practitioners, Mr. Rahul N Bhagat is a versatile Consumer Banking professional with close to 3 decades of experience.</p> <p>Mr. Bhagat began his career as a management trainee at ANZ Grindlays Bank (1989-1997) before joining Bank of America as Vice President (1997-1999). When BankAm sold their consumer banking portfolios across numerous Asian markets, Mr. Bhagat joined HDFC Bank where he spent the next 16 years (1999-2015) playing a significant role in building the retail banking business into a dominant market leadership position. As Country Head - Retail Liabilities, Marketing & Direct Banking Channels, Mr. Bhagat reported to the CEO for 10 years and was a member of the Senior Leadership Team. He thereafter partnered Vodafone India Ltd in successfully applying for a Payments Bank licence in 2015 and was appointed CEO (designate) of the then proposed bank. During his extensive banking career, Mr. Bhagat's contribution and leadership has been recognised through invitation to numerous Boards and Committees, including: Standing Committee on Retail Banking, Indian Bank's Association; Executive Committee - National Securities Depository Limited; Customer Global Advisory Board, NCR Corp (USA); Global Advisory Board, Diebold Inc (USA); and Member of Indian Public Schools Society.</p> <p>Mr. Bhagat is actively involved in the fields of Education and Heritage Conservation. He was on the Governing Board of The Doon School, is a member of the Indian Public Schools Society and a Founder Director of the World Monuments Fund India Association. He also serves as an Independent Director on multiple commercial boards and uses his experience to invest in and mentor early stage Fintech and Retail focused businesses.</p>
Terms and Conditions of appointment	Mr. Pravir Kumar Vohra was appointed as Non Executive Independent Director for a second term of five consecutive years effective from April 10, 2020 to April 9, 2025 in conformity with Company's policy on Corporate Governance.	Mrs. Karve was appointed as an Independent Director for a term of five consecutive years effective from May 29, 2021 to May 28, 2026 in conformity with Company's policy on Corporate Governance.	Mr. Bhagat is proposed to be appointed as an Independent Director for a term of five consecutive years effective from July 9, 2024 up to July 8, 2029 in conformity with Company's policy on Corporate Governance.
Past Remuneration (Commission paid for the financial year 2022-23) (INR Mn)	*0.68 Mn	*0.68 Mn	Not Applicable
Remuneration Payable	Remuneration payable shall include commission as may be devised by the Company, sitting fees depending upon the number of Board and Committees meetings attended and reimbursement of expenses incurred for attending the meeting.	Remuneration payable shall include commission as may be devised by the Company, sitting fees depending upon the number of Board and Committees meetings attended and reimbursement of expenses incurred for attending the meeting.	Remuneration payable shall include commission as may be devised by the Company, sitting fees depending upon the number of Board and Committees meetings attended and reimbursement of expenses incurred for attending the meeting.
Date of first appointment on the Board	April 10, 2015	May 29, 2021	July 9, 2024





Details of shareholding including shareholding as a beneficial owner in the Company	Nil	Nil	Nil
Relation with other Directors, Manager and KMP's	No relation Directors, Manager and KMP's, of the Company	No relation with other Directors, Manager and KMP's, of the Company	No relation with other Directors, Manager and KMP's, of the Company
No. of Board meetings attended during the financial year 2023-24	5 out of 5 for the Financial Year 2023-24	4 out of 5 for the Financial Year 2023-24	Not Applicable
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2024	<ul style="list-style-type: none"> · IDFC First Bank Limited · Sterling Holiday Resorts Limited · New Age Markets in Electricity Private Limited · Kirloskar Ferrous Industries Limited · Kirloskar Pneumatic Co Limited 	<ul style="list-style-type: none"> · EPL Limited · Syngene International Limited · CSB Bank Limited · Aadhar Housing Finance Limited · Vanaz Engineers Limited · EPL Packaging (Guangzhou) Limited · Lamitube Technology Limited, Mauritius · EPL America LLC · Fairfax India Holdings Corporation · School for Social Entrepreneurs India 	As on July 5, 2024: <ul style="list-style-type: none"> · SOTC Travel Limited · Padmini VNA Mechatronics Limited · ARKA Financial Holdings Private Limited · World Monuments Fund India Association · JSW IP Holdings Private Limited
Memberships/ Chairmanship of Committees (including Memberships/ Chairmanship of Committees of Board of listed entities) as on March 31, 2024	<p>IDFC First Bank Limited IT Strategy Committee- Chairman Audit Committee- Member Risk Management Committee- Member Stakeholder Relationship Committee – Member Fraud Monitoring Committee – Chairman Credit Committee - Member</p> <p>Kirloskar Ferrous Industries Limited Audit Committee- Member</p> <p>Kirloskar Pneumatic Company Limited Audit Committee- Member</p> <p>Thomas Cook (India) Limited Stakeholder Relationship Committee- Chairman Audit Committee-Member Risk Management Committee- Chairman</p> <p>Sterling Holiday Resorts Limited: CSR Committee - Member</p>	<p>EPL Limited Audit Committee- Chairperson Stakeholder's Relationship Committee- Member</p> <p>Syngene International Limited Audit Committee- Member Nomination and Remuneration Committee- Member Stakeholder's Relationship Committee- Chairperson</p> <p>CSB Bank Limited Audit Committee- Chairperson NPA Management Committee- Member Monitoring Large Value Frauds – Member Nomination & Remuneration Committee- Member</p> <p>Aadhar Housing Finance Limited Audit Committee- Chairperson Nomination & Remuneration Committee- Chairperson Risk Management Committee- Member Asset Liability Management Committee- Member IT Strategy Committee- Chairperson</p> <p>Vanaz Engineers Limited Audit Committee- Member Nomination and remuneration committee- Member</p> <p>Thomas Cook (India) Limited Audit Committee- Member Risk Management committee- Member</p>	<p>Padmini VNA Mechatronics Limited Audit Committee – Member CSR Committee - Member</p> <p>ARKA Financial Holdings Private Limited Audit Committee – Member Nomination & Remuneration Committee – Member Risk Management Committee - Chairman</p>
Listed entities from which the Director has resigned in the past three years	Resigned from 3i Infotech Limited on 15.12.2021	Nil	Completion of Term as Independent Director on the Board of AGS Transact Technologies Limited on June 6, 2023 and accordingly, ceased to be Independent Director on the Board of AGS Transact Technologies Limited
In case of appointment of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	The requisite details for Mr. Rahul Narain Bhagat are included in the Corporate Governance Report, forming part of the Annual Report of FY 2023-24 of the Company.

*Paid in FY2023-24

