

November 12, 2025

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

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

Dear Sir/ Madam,

Sub: Intimation filed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and furtherance to the Outcome submitted earlier, we hereby inform you that the Board of Directors of the Company at its meeting held on even date have *inter alia* considered and approved the following:

1. Based on recommendation of the Nomination & Remuneration Committee, the Board of Directors has designated Mr. Gopalakrishnan Soundarajan (DIN: 05242795), Non-Executive Director as Chairman of the Board and the Company with effect from November 12, 2025.

The details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given in enclosed **Annexure A**.

2. Based on recommendation of the Nomination & Remuneration Committee, the Board of Directors have approved following amendments to the ESOP Schemes, subject to approval of Shareholders:
 - i. amendments in the vesting period of the following ESOP Schemes:
 - a. Thomas Cook Employees Stock Option Plan 2013 (ESOP 2013);
 - b. Thomas Cook Employees Stock Option Scheme 2018 – EXECOM (ESOP 2018 – EXECOM); and
 - c. Thomas Cook Employees Stock Option Scheme 2024 - EXECOM (ESOP 2024 – EXECOM).
 - ii. amendments to the ESOP 2024 - EXECOM, *inter alia*, to increase number of employee stock options under the scheme. The details in respect of this under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given in enclosed **Annexure B**.
3. The Board of Directors *inter alia*:
 - i. granted approval to execute and enter into an addendum to the Joint Venture Agreement (JVA) dated September 30, 2024 with Atirath Technologies Private Limited ("JV Partner") and Indian Horizon Marketing Services Limited ("JV Company"); and

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



- ii. Approved investment upto INR 27,000,000 (Indian Rupees Twenty seven million) in JV Company through various applicable modes of investment in the JV Company and further delegated the powers to the Sub-Committee of the Board to approve the aforesaid investment in one or more tranches and to do all such other acts, deeds and matters as may be related to the said purpose;

As and when the addendum to the Joint Venture Agreement is executed, approved and signed, the Company will make a detailed disclosure of the proposed investment etc. to the stock exchanges in the prescribed manner.

The Meeting commenced at 16:30 hours and concluded at 18:45 hours.

Please take the above disclosure on record.

This intimation is also being uploaded on the website of the Company at <https://www.thomascook.in/>

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

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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

Annexure A

Details pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sr. No.	Name of the Director	Mr. Gopalakrishnan Soundarajan (DIN: 05242795)
1.	Reason for change viz: appointment, re-appointment, resignation, removal, death or otherwise	Board has designated Mr. Gopalakrishnan Soundarajan (DIN: 05242795), Non-Executive Director as Chairman of the Board and the Company with effect from November 12, 2025.
2.	Date of appointment/ cessation (as applicable)	Appointed as Chairman of the Board and the Company with effect from November 12, 2025.
3.	Term of appointment	Not applicable
4.	Brief Profile	<p>Mr. Gopalakrishnan Soundarajan was appointed as a Non-Executive Director on May 29, 2021 and is liable to retire by rotation.</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.</p> <p>Mr. Soundarajan is the Managing Director at Hamblin Watsa Investment Counsel Ltd. Prior to this, Mr. Soundarajan was the Chief Investment Officer of ICICI Lombard, the largest private sector property and casualty insurance company in India.</p> <p>He held the position of Head of Investments at ICICI Lombard from 2001 to 2018 and was a member of the Investment Committee. Mr. Soundarajan serves on the Board of FIH Mauritius Investments Ltd, FIH Private Investments Ltd and Primary Real Estate Investment Fund.</p>
5.	Disclosure of relationship between Directors in case of appointment	Mr. Gopalakrishnan Soundarajan is not related to any other Director on the Board of the Company.

Annexure B

Details pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sr. No.	Particulars	Disclosure
1.	Brief details of options granted	Originally approved 5570000 options convertible into 5570000 equity shares of face value of Re. 1 each. out of which 3478824 Stock Options were granted on July 30, 2025 pursuant to Thomas Cook Employees Stock Option Scheme 2024 - EXECOM (ESOP 2024 – EXECOM) to the eligible employees of the Company, in the manner prescribed. Subject to approval of shareholders, aforesaid pool is proposed to be increased to 6570000 options convertible into 6570000 equity shares of face value of Re. 1 each.
2.	Whether the scheme is in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), if applicable	Yes, the ESOP 2024 – EXECOM is in compliance with the SBEB & SE Regulations
3.	Total number of shares covered by these options	Originally approved 5570000 options convertible into 5570000 equity shares of face value of Re. 1 each. out of which 3478824 Stock Options were granted on July 30, 2025 in the manner prescribed. Subject to approval of shareholders, aforesaid pool is proposed to be increased to 6570000 options convertible into 6570000 equity shares of face value of Re. 1 each.
4.	Pricing Formula/ Exercise Price	The Exercise Price shall be equal to face value of shares i.e. Re. 1 per option.
5.	Options Vested	Not applicable at this stage
6.	Time within which options may be exercised	The options, upon vesting, are exercisable within a period of 20 (twenty) years from vesting.
7.	Options exercised	Not applicable at this stage as this intimation pertains only to carry amendment as aforesaid in the ESOP 2024 – EXECOM Scheme, subject to Shareholders permission.
8.	Money realized by exercise of Options	
9.	The Total number of shares arising as a result of exercise of Option	
10.	Option lapsed	
11.	Variation of terms of Options	

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12.	Brief details of significant terms	<ul style="list-style-type: none"> The Scheme also provides for the manner in which Stock Options would be dealt with in case of death, permanent incapacity, resignation, separation, redundancy, retirement, Termination with Cause etc. The equity shares allotted, pursuant to the exercise of the Stock Options, would not be subject to lock-in. In case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation or sale of division/ undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of Stock Options in ESOP 2024 – EXECOM) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2024 – EXECOM.
13.	Subsequent changes or cancellation or exercise of Option	Not applicable at this stage
14.	Diluted earnings per share pursuant to issue of equity shares on exercise of Options	

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