

Notice

NOTICE is hereby given that the **FORTY SIXTH 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 Wednesday, August 23, 2023 at 03:30 p.m. (IST) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon and the Consolidated Audited Financial Statements for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.
2. To re-appoint Mr. Chandran Ratnaswami (DIN: 00109215), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend on Equity Shares for the financial year ended March 31, 2023.

SPECIAL BUSINESS:

4. **To approve continuation of Directorship of Mr. Chandran Ratnaswami (DIN: 00109215), as a Non Executive Director of the Company beyond Seventy-Five (75) years of age.**

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

"RESOLVED THAT, pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulation") and the applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made there under, (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force) and subject to such other Laws, Rules, Regulations etc. as may be applicable in this regard, and pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") at its meeting held on May 15, 2023 and approval of the Board of Directors vide its resolution dated May 18, 2023, consent of the members be and is hereby accorded for continuation of directorship of Mr. Chandran Ratnaswami (DIN: 00109215), as a Non Executive Director (NED) of the Company beyond Seventy-Five (75) years of age, liable to retire by rotation;

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."

5. **To consider and approve re-designation and appointment of Mr. Madhavan Menon (DIN: 00008542) as an Executive Chairman, in the category of a Whole Time Director, with the title as the "Chairman" of the Company for a fresh term of five (5) years commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration**

for a period of three (3) years commencing from July 5, 2023 to July 4, 2026 and continuation of directorship of Mr. Madhavan Menon as a Whole Time Director of the Company beyond Seventy (70) years of age.

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

"RESOLVED THAT, in supersession of the resolutions passed and agreements entered into earlier thereto, pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force), and pursuant to the approval and recommendation of the Nomination and Remuneration Committee, Audit Committee & the Board of Directors vide their resolutions dated July 5, 2023, consent of the Members be and is hereby accorded for the re-designation and appointment of Mr. Madhavan Menon (DIN: 00008542) as the "Executive Chairman" of the Company, as also for the continuation of office beyond the age of Seventy (70) years, as an Executive Chairman, in the category of a Whole Time Director, not liable to retire by rotation, for a fresh term of five (5) years, commencing from July 5, 2023 to July 4, 2028 from his earlier designation as the "Chairman and the Managing Director" of the Company and, for the payment of remuneration and the same amount as minimum remuneration in the event of no profits / inadequacy of profits to Mr. Menon for a period of three (3) years commencing from July 5, 2023 to July 4, 2026, on such terms and conditions herein below mentioned and as may be set-out in the draft service agreement to be entered into in this regard, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration and / or agreement, or any amendments thereto as may be mutually agreed to between the Board and Mr. Madhavan Menon, subject to the approval of the Members of the Company and subject to such other approvals of applicable authority(ies), if any, under the applicable law for such appointment / alteration(s) / variation(s) / amendment(s):

Remuneration:

- a) Base / Basic Salary: Rs. 11,62,590 (Rupees Eleven Lakh Sixty-Two Thousand Five Hundred Ninety Only) per month, which shall however be subject to such annual increments as the Nomination and Remuneration Committee and / or the Board may determine and approve, from time to time.
- b) Supplementary Allowance: Rs. 11,62,590 (Rupees Eleven Lakh Sixty-Two Thousand Five Hundred Ninety Only) per month, which shall however be subject to such annual increments as the Nomination and Remuneration Committee and / or the Board of Directors may determine and approve, from time to time.

- c) Performance Bonus: Bonus will be as per the Nomination and Remuneration Committee and / or the Board may in its absolute discretion determine and approve, linked to Mr. Menon's performance as Executive Chairman of the Company.
- d) Perquisites: In addition to Salary, Supplementary Allowance and Performance Bonus, Mr. Menon shall be entitled to the following perquisites as per the rules of the Company, which will be subject to such annual increments as the Nomination and Remuneration Committee and / or the Board of Directors may determine and approve, from time to time:
- i. Housing: House Rent Allowance (H.R.A) of Rs. 32,46,000/- (Rupees Thirty-Two Lakh Forty-Six Thousand Only) per annum or Company provided/ leased accommodation. In case of Company provided / leased accommodation, the Company shall bear all rental costs, security deposit and local taxes, subject to such rentals, notional interest cost on the security deposit and taxes aggregating to Rs. 32,46,000/- (Rupees Thirty-Two Lakh Forty-Six Thousand Only) per annum. The provision of residential accommodation by the Company to Mr. Menon is however conditional upon his continuing in employment with the Company as Whole Time Director and the use and occupation of the same by Mr. Menon shall cease immediately upon his ceasing to be in the employment of the Company as Whole Time Director for any reason whatsoever. Further, it will be subject to such annual increments as the Nomination and Remuneration Committee and / or the Board of Directors may determine and approve, from time to time.
 - ii. Car / Conveyance Allowance: Mr. Menon and his family shall be entitled to car / conveyance allowance of Rs. 43,50,000/- (Rupees Forty-Three Lakh Fifty Thousand Only) per annum or the use of a suitable air-conditioned car and all expenses for the maintenance, running and upkeep of such car, subject to such annual increments as the Nomination and Remuneration Committee and / or the Board of Directors may determine and approve, from time to time. The Company shall bear all maintenance / insurance / other costs which will be a reimbursement of actual expenses incurred towards the use of the vehicle.
 - iii. Telephone: Mr. Menon shall be entitled to the use of Mobile Telephone Allowance (Company owned telephone line) of Rs. 2,40,000/- (Rupees Two Lakhs Forty Thousand Only) per annum at his residence, fax machine, mobile phone, the rent, call charges (including payments for local calls and long-distance official calls) and all other outgoings (excluding personal long distance calls) in respect thereof being paid by the Company.
 - iv. Club Fees: Reimbursement of Annual Subscription of club fees of Rs. 70,000/- (Rupees Seventy Thousand Only) per annum or such higher amount as per the Company policy.
 - v. Medical Hospitalization Insurance: Premium of Rs. 1,00,000 (Rupees One Lakh Only) together for a suitable medical insurance policy, covering hospitalization of Mr. Menon and his family.
 - vi. Personal Accident and Term Life Insurance for Mr. Menon only whilst Mr. Menon is in employment of the Company.
 - vii. Health Check Up: The Company shall bear the cost of an Annual Comprehensive Health checkup for Mr. Menon only.
 - viii. Any other benefit / perquisite as may be determined by the Nomination and Remuneration Committee and / or the Board of Directors at its discretion from time to time.
 - ix. Retirement Benefits: Company's contribution to Provident Fund as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 as per Company's policy, and Superannuation as per Company's policy, and Gratuity payable as per the rules of the Company for the time being in force. The value of such benefits shall not be included in the computation of the ceiling on the remuneration or perquisites aforesaid, to the extent these are not taxable under the Income-Tax Act, 1961.
 - x. The expression "family" used in the Agreement, shall mean Mr. Menon's spouse and dependent children as determined by the Company from time to time.
 - xi. Income-Tax, if any, on or in respect of the entire remuneration payable to Mr. Menon shall be borne and paid by him.
 - xii. Annual Leave: Mr. Menon will be entitled to Annual Leave of 30 days, inclusive of Casual Leave and Sick Leave. Administration of this Leave will be in accordance with the Rules and Regulations of the Company for the time being in force.
 - xiii. All the aforementioned remuneration components payable to Mr. Menon shall be subject to such revision or adjustments as per the extant Income Tax law, Rules and Regulations.
- Other terms (in brief):**
1. Notwithstanding anything herein contained, it is expressly agreed and understood that:
 - a) The total remuneration and perquisites payable by the Company to Mr. Menon, including salary, other allowance, performance bonus and perquisites as aforesaid shall be subject to, the overall ceiling on managerial remuneration prescribed in the Act, unless otherwise approved by the Shareholders. The audited accounts of the Company shall be final and conclusive evidence with regard to the determination of the Company's net profits computed in the manner prescribed under the Act.
 - b) Where, in any financial year during the tenure of Mr. Menon's employment as a Whole Time Director with the Company, the Company has no profits or its profits are inadequate, the aforesaid remuneration (consisting of all his fixed and variable pay but not stock options) payable by the Company to Mr. Menon shall be paid as "minimum remuneration", subject to approval by the Members of the Company.
 - c) the Board of Directors may increase, augment and / or enhance or vary the remuneration agreed to be paid from time to time to Mr. Menon subject to and in accordance with the applicable provisions of the Act and

/ or approval issued, if so required, by other appropriate authority in that behalf as in force and as amended from time to time.

2. Notwithstanding anything to the contrary herein contained:
 - a) the Company shall be entitled to terminate this Agreement at any time by giving Mr. Menon not less than 12 (twelve) months notice in writing in that regard, without assigning any reason thereto, or upon payment to Mr. Menon of the gross salary payable to him for a period of 12 (twelve) months in lieu of such notice. Computation of gross salary will include all components of Mr. Menon's remuneration package including perquisites but shall not include stock options and any form of variable pay like bonus / commission.
 - b) Mr. Menon shall be entitled to terminate this Agreement at any time by giving to the Company not less than 12 (twelve) months notice in writing in that regard, without assigning any reason to the Company.
3. The Company may, if it considers necessary for the protection of its business interests, trade secrets and confidential information, require of Mr. Menon that he shall not, for a period of 12 (twelve) months from the termination of his Agreement, either directly or indirectly, and whether alone or in conjunction with or on behalf of any other person, and whether as a principal, shareholder, director, employee, agent, consultant, partner or otherwise, and whether for or without remuneration, be in any manner engaged, concerned or interested in or have any business dealings with any other person, organization or a company carrying on or engaged in business which is the same as or similar to the business in which the Company is engaged in. Mr. Menon hereby agrees and undertakes to comply strictly with the Company's aforesaid requirement and in consideration of him doing so, the Company shall pay to Mr. Menon during the said period, compensation equal to his last drawn salary every month for a period of 12 (twelve) months.

The aforesaid "Post Separation" restrictive period of 12 (twelve) months may run separately with the notice period at the sole discretion of the Management.

The words "Last drawn salary" for the purposes of this clause and appearing anywhere else in this document, will include all components of his remuneration package including perquisites but shall not include stock options and any form of variable pay like bonus / commission.

4. Change in the ownership / effective control of the Management:

In the event of a change in the ownership / effective control of the Management of the Company taking place during the continuance of the Agreement, the Company shall be entitled to terminate the Agreement by notice in writing to Mr. Menon. If such termination takes place within 12 (twelve) months from the date of such change in the ownership / effective control, but prior to the expiry of the Agreement, the Company shall pay to Mr. Menon as compensation for loss of office of Whole Time Director in one single payment of the amount of compensation equal to his last drawn salary for a period of 12 (twelve) months, or such other period as may be agreed to between the new management and Mr. Menon, whichever is higher, as may be payable pursuant to the provisions of the Companies Act, 2013, exclusive of performance bonus.

No such payment shall however be made to Mr. Menon in the event of the commencement of the winding up of the Company, whether before, or at any time within 12 (twelve) months after, the date on which he ceased to hold office, if the assets of the Company on the winding up, after deducting the expenses thereof, are not sufficient to repay to the shareholders of the Company, the Share Capital (including the premiums, if any) contributed by them.

For the purpose of this Clause, the term "change in effective control" of the Management of the Company shall mean the reduction of the shareholding of Fairbridge Capital (Mauritius) Limited and / or its associates to 50% or less of the Issued, Subscribed and Paid-up Share Capital of the Company for the time being.

RESOLVED FURTHER THAT, the Board of the Company be and is hereby authorised to sign and execute such agreements, papers, letters, documents, etc. and to take such steps as may be necessary for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution."

6. **To consider and approve re-designation and appointment of Mr. Mahesh Iyer as Managing Director and Chief Executive Officer of the Company for a fresh term of five (5) years commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to July 4, 2026.**

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

"RESOLVED THAT, in supersession of the resolutions passed and agreements entered into earlier thereto, pursuant to the provisions of Sections 2(51), 196, 197, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force), and pursuant to the approval and recommendation of the Nomination and Remuneration Committee, Audit Committee & the Board of Directors vide their resolutions dated July 5, 2023, consent of the Members be and is hereby accorded for the re-designation and appointment of Mr. Mahesh Iyer (DIN:07560302) as the "Managing Director and Chief Executive Officer" of the Company, liable to retire by rotation, for a fresh term of five (5) years, commencing from July 5, 2023 to July 4, 2028 from his earlier designation as the "Executive Director and Chief Executive Officer" of the Company and, for the payment of remuneration and the same amount as minimum remuneration in the event of no profits / inadequacy of profits to Mr. Iyer for a period of three (3) years commencing from July 5, 2023 to July 4, 2026, on such terms and conditions herein below mentioned and as may be set-out in the draft service agreement to be entered into in this regard, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration and / or agreement, or any amendments thereto as may be mutually agreed to between the Board and Mr. Mahesh Iyer,

subject to the approval of the members of the Company and subject to such other approvals of applicable authority(ies), if any, under the applicable law to such appointment / alteration(s) / variation(s) / amendment(s):

Remuneration:

- a) Base / Basic Salary: Rs. 6,25,000/- (Rupees Six Lakh Twenty-Five Thousand Only) per month, which shall however be subject to such annual increments as the Nomination and Remuneration Committee and / or the Board may determine and approve, from time to time.
- b) Supplementary Allowance: Rs. 6,41,704/- (Rupees Six Lakh Forty-One Thousand Seven Hundred Four Only) per month, which shall however be subject to such annual increments as the Nomination and Remuneration Committee and / or the Board of Directors may determine and approve, from time to time.
- c) Performance Bonus: Bonus will be as per the Nomination and Remuneration Committee and / or the Board may in its absolute discretion determine and approve, linked to Mr. Iyer's performance as Managing Director and Chief Executive Officer.
- d) Perquisites: In addition to Salary, Supplementary Allowance and Performance Bonus, Mr. Iyer shall be entitled to the following perquisites as per the rules of the Company, which will be subject to such annual increments as the Nomination and Remuneration Committee and / or the Board of Directors may determine and approve, from time to time:
 - i. Housing: House Rent Allowance (H.R.A) of Rs. 37,50,000/- (Rupees Thirty-Seven Lakh Fifty Thousand Only) per annum or Company provided/ leased accommodation. In case of Company provided / leased accommodation, the Company shall bear all rental costs, security deposit and local taxes, subject to such rentals, notional interest cost on the security deposit and taxes aggregating to Rs. 37,50,000/- (Rupees Thirty-Seven Lakh Fifty Thousand Only) per annum. The provision of residential accommodation by the Company to Mr. Iyer is however conditional upon his continuing in employment with the Company as Managing Director and Chief Executive Officer and the use and occupation of the same by Mr. Iyer shall cease immediately upon his ceasing to be in the employment of the Company as Managing Director and Chief Executive Officer for any reason whatsoever. Further, it will be subject to such annual increments as the Nomination and Remuneration Committee and / or the Board of Directors may determine and approve, from time to time."
 - ii. Car / Conveyance Allowance: Mr. Iyer and his family shall be entitled to car / conveyance allowance of Rs. 25,20,000/- (Rupees Twenty-Five Lakh Twenty Thousand Only) per annum or the use of a suitable air-conditioned car and all expenses for the maintenance, running and upkeep of such car, subject to such annual increments as the Nomination and Remuneration Committee and / or the Board of Directors may determine and approve, from time to time. The Company shall bear all maintenance / insurance / other costs which will be a reimbursement of actual expenses incurred towards the use of the vehicle.
- iii. Leave Travel Allowance: Mr. Iyer shall be entitled to Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) per annum, as per Company policy.
- iv. Telephone: Mr. Iyer shall be entitled to the Mobile Telephone Allowance not exceeding Rs. 2,40,000/- (Rupees Two Lakh Forty Thousand only) per annum.
- v. Meal Allowance: Mr. Iyer shall be entitled to Rs. 26,400/- (Rupees Twenty Six Thousand Four Hundred only) per annum, as per Company policy.
- vi. Child Education Allowance: Mr. Iyer shall be entitled to Rs. 2,400/- (Rupees Twenty Four Hundred only) per annum, as per Company policy.
- vii. Medical Hospitalization Insurance: a suitable medical insurance policy, covering hospitalization of Mr. Iyer and his family, whilst Mr. Iyer is in the employment of the Company.
- viii. Personal Accident and Term Life Insurance: a suitable insurance plan for Mr. Iyer.
- ix. Health Check Up: The Company shall bear the cost of an Annual Comprehensive Health checkup for Mr. Iyer.
- x. Any other benefit / perquisite as may be determined by the Nomination and Remuneration Committee and / or the Board of Directors at its discretion from time to time.
- xi. Retirement Benefits: Company's contribution to Provident Fund as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 as per Company's policy, and Superannuation as per Company's policy, and Gratuity payable as per the rules of the Company for the time being in force. The value of such benefits shall not be included in the computation of the ceiling on the remuneration or perquisites aforesaid, to the extent these are not taxable under the Income-Tax Act, 1961.
- xii. The expression "family" used in the Agreement, shall mean Mr. Iyer's spouse and dependent children as determined by the Company from time to time.
- xiii. Income-Tax, if any, on or in respect of the entire remuneration payable to Mr. Iyer shall be borne and paid by him.
- xiv. Annual Leave: Mr. Iyer will be entitled to Annual Leave of 30 days, inclusive of Casual Leave and Sick Leave. Administration of this Leave will be in accordance with the Rules and Regulations of the Company for the time being in force.
- xv. All the aforementioned remuneration components payable to Mr. Iyer shall be subject to such revision or adjustments as per the extant Income Tax law, Rules and Regulations.

Other terms (in brief):

- 1. Notwithstanding anything herein contained, it is expressly agreed and understood that:
 - a) the total remuneration and perquisites payable by the Company to Mr. Iyer, including salary, supplementary allowance, performance bonus and perquisites as aforesaid shall be subject to, the overall ceiling on

managerial remuneration prescribed in the Act, unless otherwise approved by the Central Government. The audited accounts of the Company shall be final and conclusive with regard to the determination of the Company's net profits computed in the manner prescribed under the Act.

- b) where in any financial year during the tenure of Mr. Iyer's employment as a Managing Director and Chief Executive Officer with the Company, the Company has no profits or its profits are inadequate, the aforesaid remuneration (consisting of all his fixed and variable pay but not stock options) payable by the Company to Mr. Iyer shall be paid as "minimum remuneration", subject to approval by the Members of the Company;
 - c) the Board of Directors may increase, augment and / or enhance or vary the remuneration agreed to be paid from time to time to Mr. Iyer subject to and in accordance with the applicable provisions of the Act and / or the Guidelines for Managerial Remuneration, or approval issued, if so required, by the Central Government or other appropriate authority in that behalf as in force and as amended from time to time.
2. Notwithstanding anything to the contrary herein contained:
- a) the Company shall be entitled to terminate this Agreement at any time by giving Mr. Iyer not less than 12 (twelve) months notice in writing in that regard, without assigning any reason thereto, or upon payment to Mr. Iyer of the gross salary payable to him for a period of 12 (twelve) months in lieu of such notice. Computation of gross salary will include all components of Mr. Iyer's remuneration package including perquisites but shall not include stock options and any form of variable pay like bonus / commission.
 - b) Mr. Iyer shall be entitled to terminate this Agreement at any time by giving to the Company not less than 12 (twelve) months notice in writing in that regard, without assigning any reason to the Company.
3. The Company may, if it considers necessary for the protection of its business interests, trade secrets and confidential information, require of Mr. Iyer that he shall not, for a period of 12 (twelve) months from the termination of his Agreement, either directly or indirectly, and whether alone or in conjunction with or on behalf of any other person, and whether as a principal, shareholder, director, employee, agent, consultant, partner or otherwise, and whether for or without remuneration, be in any manner engaged, concerned or interested in or have any business dealings with any other person, organization or a company carrying on or engaged in business which is the same as or similar to the business in which the Company is engaged in. Mr. Iyer hereby agrees and undertakes to comply strictly with the Company's aforesaid requirement and in consideration of him doing so, the Company shall pay to Mr. Iyer during the said period, compensation equal to his last drawn salary every month for a period of 12 (twelve) months.

The aforesaid "Post Separation" restrictive period of 12 (twelve) months may run separately with the notice period at the sole discretion of the Management.

The words "Last drawn salary" for the purposes of this clause and appearing anywhere else in this document, will include all components of his remuneration package including perquisites but shall not include stock options and any form of variable pay like bonus / commission.

4. Change in the ownership / effective control of the Management:

In the event of a change in the ownership / effective control of the Management of the Company taking place during the continuance of the Agreement, the Company shall be entitled to terminate the Agreement by notice in writing to Mr. Iyer. If such termination takes place within 12 (twelve) months from the date of such change in the ownership / effective control, but prior to the expiry of the Agreement, the Company shall pay to Mr. Iyer as compensation for loss of office of Managing Director and Chief Executive Officer in one single payment of the amount of compensation equal to his last drawn salary for a period of 12 (twelve) months, or such other period as may be agreed to between the new management and Mr. Iyer, whichever is higher, as may be payable pursuant to the provisions of the Companies Act, 2013, exclusive of performance bonus.

No such payment shall however be made to Mr. Iyer in the event of the commencement of the winding up of the Company, whether before, or at any time within 12 (twelve) months after, the date on which he ceased to hold office, if the assets of the Company on the winding up, after deducting the expenses thereof, are not sufficient to repay to the shareholders of the Company, the Share Capital (including the premiums, if any) contributed by them.

For the purpose of this Clause, the term "change in effective control" of the Management of the Company shall mean the reduction of the shareholding of Fairbridge Capital (Mauritius) Limited and / or its associates to 50% or less of the Issued, Subscribed and Paid-up Share Capital of the Company for the time being.

RESOLVED FURTHER THAT, the Board of the Company be and is hereby authorised to sign and execute such agreements, papers, letters, documents, etc. and to take such steps as may be necessary for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution."

7. **To consider and approve payment of commission to Non Executive Directors (NEDs) of the Company for the Financial Year 2022-23.**

*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 ("the Rules") and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force), and in terms of the recommendation

by the Nomination and Remuneration Committee at their meeting held on May 15, 2023 and approval of the Board of Directors at their meeting held on May 18, 2023 and subject to such approvals, permissions and sanctions, 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 Directors of the Company, in such manner and in all respects as maybe decided and determined by the Board of Directors of the Company, for the Financial Year ended March 31, 2023;

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."

<p>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</p>	<p>By Order of the Board of Directors</p> <p style="text-align: right;">Amit J. Parekh Company Secretary and Compliance Officer ACS – 13648</p>
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Date: July 5, 2023

NOTES AND INSTRUCTIONS:

1. Pursuant to the Circulars issued by Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and the January 5, 2023 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through VC or OVAM, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of the Companies Act, 2013 and rules made thereunder, and the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 46th AGM of the Company is being

convened and conducted through VC. 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. Chandran Ratnaswami, Non Executive Director (DIN: 00109215), retires by rotation at the AGM. Mr. Chandran Ratnaswami is interested in the Ordinary Resolution as set out at Item No. 2 of the Notice with regards to continuation of his 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 No. 2 of the Notice. Mr. Chandran Ratnaswami is not debarred from holding of Office of Director pursuant to any Securities and Exchange Board of India Order or any other such authority.
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. Since the AGM will be held through VC / OAVM in accordance with the MCA Circulars, 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 will also be available for inspection by the Members through electronic mode from the date of circulation of this Notice upto 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 46th AGM along with the Integrated Annual Report for FY 2022-23 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

46th AGM along with Integrated Annual Report for the FY 2022-23 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 2022-23 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. TSR Consultants Private Limited ("TSR 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, TSR Consultants for all future communications.

For receiving all communication (including Annual Report) from the Company electronically:

- a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at sharedept@thomascook.in or visit the link https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
- b) Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant or visit the link https://tcpl.linkintime.co.in/EmailReg/Email_Register.html

Post successful registration of e-mail address, the Members will get the soft copy of the Notice of AGM and Annual Report.

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 kyc@tcplindia.co.in or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to our RTA, TSR Consultants 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 kyc@tcplindia.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 accounts details, Specimen Signature and nomination by Physical holders, in which we had mentioned following link <https://www.tcplindia.co.in> for easy access of formats of forms.

In accordance with Regulation 40 of the 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, TSR 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_DematerialisationRematerialisation_v2.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. TSR Consultants Private Limited ("TSR Consultants"), 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. 3,84,143/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend for Financial Year 2014-2015 to the IEPF in the FY 2022-23.

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, 44,685 equity shares of Re. 1/- each on which the dividend remained unpaid or unclaimed for last seven consecutive years with reference to the due date of 31st October, 2022 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 2015-16 to the IEPF which is due to be transferred on November 8, 2023 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 2015-16.

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 2014-15 or any subsequent dividend declared by the Company are advised to write to our RTA TSR 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 Members(s) from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

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 a 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 Sunday, August 20, 2023 (9.00 a.m. IST) and ends on Tuesday, August 22, 2023 (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 - Wednesday, August 16, 2023 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 Dhabliwala (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., Wednesday, August 16, 2023.
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 / OVAM 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 Sunday, August 20, 2023 (9.00 a.m. IST) and ends on Tuesday, August 22, 2023 (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 August 16, 2023 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 No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential through their demat accounts/ websites of Depositories / Depository Participants. Individual

demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. 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.	<p>A) NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:-</p> <ul style="list-style-type: none"> i Visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. ii Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. iii A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. iv Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. v Click on options available against 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. <p>If you are not registered follow the below steps:-</p> <p>Option to register is available at https://eservices.nsd.com.</p> <p>Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>B) Visit the e-Voting website of NSDL</p> <ul style="list-style-type: none"> i Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. ii Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. iii A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. iv 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. <p>C) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> i. Existing users who have opted for Easi / Easiest facility, they 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. ii. After successful login of Easi/Easiest, the user will also be able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. iii 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. iv Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	<ul style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. ii. Once logged in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii. Click on options available against 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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 eservices 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*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 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.co.in 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 Meeting on NSDL e-Voting system?

- i. 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.
- ii. 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'.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. 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.
- v. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. 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.co.in. 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. Wednesday, August 16, 2023 may obtain the User ID and password by sending an email to evoting@nsdl.co.in 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 toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Rimpa Bag, Assistant Manager, NSDL at evoting@nsdl.co.in who will also address

the grievances connected with the voting by electronic means.

21. PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

Members who have not registered their email ids, are requested to register the same for receiving all communications including Annual Report, Notices etc. from the Company electronically and also for remote e-Voting, e-Voting at the AGM and attending the AGM as per process mentioned below. Upon successful registration of email id, the login ID and password for e-Voting shall be shared on the member's registered email id.

1. For Physical Shareholders - please provide necessary details like Folio No., Name of Shareholders, 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 e-mail to Company / RTA e-mail id.
2. For Demat Shareholders - 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 (selfattested scanned copy of Aadhar Card) to Company/ RTA e-mail id.
3. For Individual Demat Shareholders – 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.
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. 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.

22. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:

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 cast 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 again 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.

23. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM :-

1. Member 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 link' 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 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 can join the AGM through VC/OAV M facility, thirty (30) minutes before the scheduled time of commencement of the AGM and the facility shall be kept open throughout 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 share@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.
24. 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 Mr. Amit J Parekh, Company Secretary and Compliance Officer as duly authorised by the Board who shall countersign the Scrutinizer's Report. The result shall be declared by the Chairman or a person as authorised by him in writing.
25. 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 authorised 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 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

By Order of the Board of Directors

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

Date: July 5, 2023

Additional Information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 the 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 Nos. 4 to 7 of the accompanying Notice, should be taken as forming part of this Notice.

Item No. 4

TO APPROVE CONTINUATION OF DIRECTORSHIP OF MR. CHANDRAN RATNASWAMI (DIN: 00109215), AS A NON EXECUTIVE DIRECTOR OF THE COMPANY BEYOND SEVENTY- FIVE (75) YEARS OF AGE:

The members at the Annual General Meeting held on June 06, 2016, had approved the appointment of Mr. Chandran Ratnaswami (DIN: 00109215), as a Non Executive Director (NED) of the Company. Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non Executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Chandran Ratnaswami (DIN: 00109215), would attain the age of 75 years on May 11, 2024. In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company, considering seniority of Mr. Chandran Ratnaswami and role played by him towards the growth of this Company and to reap the benefits of his rich and varied experience, the re-appointment of Mr. Chandran Ratnaswami as a Non Executive Director of the Company, liable to retire by rotation and continuation of his directorship beyond 75 years of age would be in the interest of the Company and its shareholders. Thereby, based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide resolution dated May 18, 2023 approved and recommended to the shareholders for their approval for the re-appointment and continuation of his Directorship on the Board of the Company as a Non Executive Director beyond Seventy-Five (75) years of age, after May 11, 2024, liable to retire by rotation.

Mr. Chandran Ratnaswami is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, he is not debarred from holding of office by the Securities And Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI) or any such regulatory authority.

As on date of this notice, Mr. Chandran Ratnaswami does not hold any shares in the Company. Mr. Chandran Ratnaswami is not related to any of the Directors of the Company.

Mr. Chandran's brief profile and other details as required under the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Secretarial Standards -2 issued by Institute of Company Secretaries of India is enclosed in Annexure A & Annexure B to this Notice.

The Board of Directors propose the appointment of Mr. Chandran Ratnaswami as a Non Executive Director of the Company and recommend the passing of Special Resolution as set-out in Item No. 4 of the accompanying Notice for the approval of the members.

Except Mr. Chandran Ratnaswami and his relatives, none of the other Directors and Key Managerial Personnel and their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution as mentioned in Item No. 4 of the Notice.

Item No. 5

TO CONSIDER AND APPROVE RE-DESIGNATION AND APPOINTMENT OF MR. MADHAVAN MENON (DIN: 00008542) AS AN EXECUTIVE CHAIRMAN, IN THE CATEGORY OF A WHOLE TIME DIRECTOR, WITH THE TITLE AS THE "CHAIRMAN" OF THE COMPANY FOR A FRESH TERM OF FIVE (5) YEARS COMMENCING FROM JULY 5, 2023 TO JULY 4, 2028 AND FIXATION OF REMUNERATION AND MINIMUM REMUNERATION FOR A PERIOD OF THREE (3) YEARS COMMENCING FROM JULY 5, 2023 TO JULY 4, 2026, AND CONTINUATION OF DIRECTORSHIP OF MR. MADHAVAN MENON AS A WHOLE TIME DIRECTOR OF THE COMPANY BEYOND SEVENTY (70) YEARS OF AGE:

The Members at the 43rd Annual General Meeting held on September 11, 2020 by way of Special Resolution approved the re-appointment of Mr. Madhavan Menon as Chairman and the Managing Director of the Company for a period of 5 years commencing from March 1, 2020 to February 28, 2025 and remuneration / minimum remuneration for a period of three years with effect from March 1, 2020 to February 28, 2023.

Further, the Members vide Special Resolution dated April 26, 2023, through postal ballot had approved payment of remuneration and minimum remuneration in case of no profits / inadequacy of profits for the period commencing from March 1, 2023 to February 28, 2025.

On the back of the on-going transformation journey and in keeping with the Company's long-term commitment to strong corporate governance standards, it was being decided to keep the role of the Chairman and Managing Director separate. In this regard, it is proposed to re-designate and appoint Mr. Madhavan Menon (DIN: 00008542) as the "Executive Chairman" of the Company in the category of a Whole Time Director, not liable to retire by rotation, for a fresh term of five (5) years, commencing from July 5, 2023 to July 4, 2028, from his earlier designation as the "Chairman and the Managing Director" of the Company.

Further, during his tenure, Mr. Menon shall, on February 12, 2025, would attain Seventy (70) years of age. Pursuant to the requirements of the Companies Act, 2013, any Whole Time Director, continuing directorship beyond Seventy (70) years, requires approval of the shareholders by way of a special resolution.

Accordingly, pursuant to the recommendation and approval of the Nomination and Remuneration Committee, the Audit Committee & the Board of Directors vide their resolutions dated July 5, 2023, the Members are requested to approve the re-designation and appointment of Mr. Madhavan Menon in the category of Whole Time Director with the title as Executive Chairman of the Company, for a fresh term of five (5) years, commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to July 4, 2026, in case of no profits / inadequacy of profits, on such terms and conditions as may be agreed to between Mr. Menon and the Company, and as set out briefly in the resolution under Item No. 5 of this Notice.

The Company admires the calibre and expertise of Mr. Menon in the fields of Banking, Finance and Travel-related Foreign Exchange Management. Mr. Menon already was the Chairman of the Board and of the Company and the Thomas Cook India Group and would continue to be so, designated as "Executive Chairman".

Mr. Madhavan Menon leads the entire Thomas Cook India Group that is one of the largest travel service provider networks headquartered in the Asia-Pacific region. The Thomas Cook India Group today spans multiple businesses across 25 countries and 5 continents, offering a broad spectrum of services where it is a market leader in many lines of business. Globally, the group also operates multiple leading International Destination Management Companies (DMCs) that serve not only Thomas Cook and SOTC but also many other leading travel service providers across the World. It also is the primary shareholder in DEI Holdings Limited (DEI), one of the World's leading imaging solutions and service providers with operations across the Globe. Further, since Mr. Menon did not receive any remuneration from the subsidiaries, **75% of Mr. Menon's TCIL salary costs**, based on the time and services utilized by the subsidiaries, are reimbursed to TCIL by such subsidiaries, in compliance with the relevant guidelines on related party transactions.

Mr. Menon's global education, experience, business acumen, expertise and services are required by and provided to all the group companies. Under his guidance, many of the group companies have turned - around and have registered record profits for the FY 2022-2023.

Considering Mr. Menon's background, educational qualifications, experience and contribution made towards the growth / success of the Company, including group companies, his re-designation and appointment as an Executive Chairman, in the category of a Whole Time Director, with the title as the "Chairman" of the Company, for a fresh term of five (5) years, commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years, commencing from July 5, 2023 to July 4, 2026, in case of no profits / inadequacy of profits and continuation of directorship of Mr. Madhavan Menon as a Whole Time Director of the Company, beyond Seventy (70) years of age, is recommended for approval by the Shareholders.

Mr. Madhavan Menon is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, he is not debarred from holding of office by the Securities And Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI) or any such regulatory authority.

As on date of this notice, Mr. Menon holds 810054 shares in the Company. Mr. Madhavan Menon is not related to any of the Directors of the Company.

This Explanatory Statement be treated as the written memorandum under Section 190 of the Companies Act, 2013, of the Agreement to

be entered into between the Company and Mr. Madhavan Menon.

Additional information in respect of Mr. Madhavan Menon, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section II of Part II of Schedule V to the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings, is given in Annexure A & B to this Notice.

Except Mr. Madhavan Menon and his relatives, none of the other Directors and Key Managerial Personnel and their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution as mentioned in Item No. 5 of the Notice.

The Board recommends the resolutions set forth at Item No. 5 of this Notice for approval of the members by way of a Special Resolution.

Item No. 6

TO CONSIDER AND APPROVE RE-DESIGNATION AND APPOINTMENT OF MR. MAHESH IYER AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR A FRESH TERM OF FIVE (5) YEARS COMMENCING FROM JULY 5, 2023 TO JULY 4, 2028 AND FIXATION OF REMUNERATION AND MINIMUM REMUNERATION FOR A PERIOD OF THREE (3) YEARS COMMENCING FROM JULY 5, 2023 TO JULY 4, 2026:

The Members at the 41st Annual General Meeting (AGM) of the Company held on September 27, 2018 by way of a Special Resolution had approved the appointment of Mr. Mahesh Iyer as "Executive Director and Chief Executive Officer" of the Company, for a period of five (5) years, commencing from May 29, 2018 up to May 28, 2023 and remuneration / minimum remuneration for a period of three years with effect from May 29, 2018 up to May 28, 2021, which was subsequently approved for the remainder term of his office. Also, as the term was completing on May 28, 2023, the Members vide Special Resolution dated April 26, 2023 had approved the re-appointment of Mr. Iyer as "Executive Director and Chief Executive Officer" of the Company for a fresh term of 5 years from May 29, 2023 to May 28, 2028 and fixation of remuneration and minimum remuneration in case of no profits / inadequacy of profits for the period of three (3) commencing from May 29, 2023 to May 28, 2026.

Consequent upon the re-designation and appointment of Mr. Madhavan Menon as the Executive Chairman, the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee and approval of Audit Committee, at their meetings held on July 5, 2023, decided to elevate and thereby re-designate Mr. Mahesh Iyer (DIN: 07560302) as the "Managing Director and Chief Executive Officer" of the Company, for a fresh term of five (5) years, with effect from July 5, 2023 to July 4, 2028, from his earlier designation as "Executive Director & Chief Executive Officer" of the Company, on such terms and conditions including remuneration as may be agreed to between Mr. Iyer and the Company, and as set out briefly in the resolution under Item No. 6 of this Notice.

Mr. Mahesh Iyer has total experience of over 30 years. He has held multiple roles in the Company including that of Head of Foreign Exchange and Chief Operating Officer (COO) (from Jan 2016) and Chief Executive Officer (CEO) (from Feb 2017) prior to his appointment as Executive Director & Chief Executive Officer (in May 2018).

Mr. Iyer has direct responsibility for the Company's P&L, strategic planning, nurturing and building key relationships, as well as building a sustainable growth-oriented organization that

maximizes value for all its stakeholders. Mr. Iyer has been holding the position of the Executive Director & Chief Executive Officer since 2018 and under his stewardship, the Company has expanded its business portfolio, managed the impact due to the turbulence of the pandemic, and led transformation initiatives, thereby delivering a record performance in a decade for FY 2022-2023. Considering Mr. Mahesh Iyer's credentials and experience, the Board of Directors were of the view that he is the right person to be appointed / elevated as the Managing Director & Chief Executive Officer of your Company.

Considering the experience and contribution made by Mr. Mahesh Iyer, his re-designation and appointment as the Managing Director and Chief Executive Officer of the Company for a fresh term of five (5) years commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to July 4, 2026, in case of no profits / inadequacy of profits is recommended for approval of Shareholders. Mr. Mahesh Iyer is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, he is not debarred from holding of office by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI) or any such regulatory authority.

As on the date of this notice, Mr. Mahesh Iyer holds 258770 shares in the Company. Mr. Mahesh Iyer is not related to any of the Directors of the Company.

This Explanatory Statement be treated as the written memorandum under Section 190 of the Companies Act, 2013, of the Agreement to be entered into between the Company and Mr. Mahesh Iyer.

Additional information in respect of Mr. Mahesh Iyer, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section II of Part II of Schedule V to the Act and the Secretarial Standard-2 on General Meetings, is given in Annexure A & B to this Notice.

Except Mr. Mahesh Iyer and his relatives, none of the other Directors and Key Managerial Personnel and their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution as mentioned in Item No. 6 of the Notice.

Item No. 7

TO CONSIDER AND APPROVE PAYMENT OF COMMISSION TO NON EXECUTIVE DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23:

As per the provisions of Section 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 the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 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 Directors, particularly Independent Directors of the Company for the Financial Year 2022-23.

It is pertinent to note that the Non Executive Directors (NEDs) along with the Independent Directors (IDs) 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 NEDs and IDs attends 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 NEDs, the Nomination & Remuneration Committee at its meeting held on May 15, 2023, recommended payment of Commission to NEDs to the Board. The Board of Directors at its meeting held on May 18, 2023 accorded their consent for payment of commission to Non Executive Directors including Independent Directors. However, Mr. Chandran Ratnaswami, Mr. Sumit Maheshwari and Mr. Gopalakrishnan Soundarajan have waived their right / entitlement to commission and sitting fees, hence this commission shall be paid to only 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	Amount (In Millions)
1	Mrs. Kishori Udeshi	365	0.68
2	Mr. Pravir Kumar Vohra	365	0.68
3	Mr. Sunil Mathur	365	0.68
4	Mr. Nilesh S Vikamsey	365	0.68
5	Mrs. Sharmila Abhay Karve	365	0.68
	Total		3.40

It is also emphasised that remuneration to Non Executive Directors (including 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/TCIL_NRC_POLICYClean_2023.pdf

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 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 set out at Item No. 7 of the Notice for approval of the members.

None of the Interested Directors, hold shares exceeding 2% of the Paid-Up Share Capital of the Company.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, save & except Mrs. Kishori Udeshi, Mr. Pravir Kumar Vohra, Mr. Sunil Mathur, Mr. Nilesh S Vikamsey, Mrs. Sharmila Abhay Karve, to the extent of being recipient of the commission as set out in Item No. 7 of this notice.

Annexure A

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013 (Item No. 4, 5, 6 & 7 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 – N.A.
- D. Financial performance based on given indicators – Financial Performance of the Company (Standalone figures)

(Rs. in mn)

PARTICULARS	FOR THE FINANCIAL YEAR ENDED 31.03.2023	FOR THE FINANCIAL YEAR ENDED 31.03.2022	FOR THE FINANCIAL YEAR ENDED 31.03.2021
Total Revenue	1364.26	3,598.7	3,186.18
Profit Before Tax	187.45	(1,180.4)	(563.58)
Net Profit After Tax	15.05	(824.8)	(145)
# Dividends	188.2	Nil	Nil
MTM (Loss)/ Gain	(352.7)	(40.1)	668.9
(Loss)/ Profit Before Tax without MTM**	560.4	(1,140.3)	(1,232.5)

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 (in 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 SLR 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	Visa Inc., USA	Fully paid-up Class C (Series I) Common Stock of USD 0.0001 each	676	0.96

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

II. Information about the appointees: (With Respect to Item 7)

Particulars	Mrs. Kishori Jayendra Udeshi	Mr. Nilesh 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					
FY 2022-23	Nil	Nil	Nil	Nil	Nil
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 of Item No. 7 of the Notice				

Particulars	Mrs. Kishori Jayendra Udeshi	Mr. Nilesh Vikamsey	Mr. Sunil Behari Mathur	Mr. Pravir Kumar Vohra	Mrs. Sharmila Abhay Karve
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)	There are no other Companies which are exactly similar to the Company's activities with which details can be compared for the said purpose. However, the remuneration for the similar position in the industry, having regard to the size of the companies and profile, knowledge and experience of person, is comparable to the remuneration of the aforementioned Non Executive Directors (Independent Directors)				
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	None				

II. Information about the appointee: (With respect to Item No. 5 & 6)

Sr. No	Particulars	Mr. Madhavan Menon	Mr. Mahesh Iyer
1	Background details	<p>Mr. Madhavan Menon – Executive Chairman, Thomas Cook (India) Limited</p> <p>Mr. Madhavan Menon joined Thomas Cook India in 2000 as the Executive Director responsible for the Foreign Exchange business and stepped up to the position of Managing Director in January 2006; Chairman & Managing Director in January 2016; and Executive Chairman effective July 2023.</p> <p>Madhavan completed his MBA from George Washington University and undergraduate degree from American University of Beirut.</p> <p>Madhavan has a varied background, having commenced his career in banking at Grindlays Bank, Citibank and Emirates Bank and in Birla Sun Life Asset Management Company.</p> <p>Madhavan is a member on the Board of Thomas Cook (India) Ltd. and holds directorship in various subsidiaries of the company and CSB (member of Fairfax India Ltd.) He is also the Chairman of the Fairfax India Charitable Foundation that focuses on bringing down the cost of treating kidney related ailments in India.</p> <p>During his tenure, Thomas Cook India has made several acquisitions, noteworthy being Kuoni's Destination Management Specialists across 17 countries and acquisition of DEI (one of the world's leading imaging solutions and services providers).</p> <p>Thomas Cook (India) Limited (TCIL) is the leading omnichannel travel company in the country offering a broad spectrum of services including Foreign Exchange, Corporate Travel, MICE, Leisure Travel, Value Added Services and Visa Services. It operates leading B2C and B2B brands including Thomas Cook, SOTC, TCI, SITA, Asian Trails, Allied TPro, Australian Tours Management, Desert Adventures, Travel Circle International Limited (TCI), Sterling Holiday Resorts Limited, Distant Frontiers, TC Tours, Digiphoto Entertainment Imaging (DEI), Go Vacation, Private Safaris East & South Africa. As one of the largest travel service provider networks headquartered in the Asia-Pacific region, The Thomas Cook India Group spans 28 countries across 5 continents.</p> <p>Further, since Mr. Menon did not receive any remuneration from the subsidiaries, 75% of Mr. Menon's TCIL salary costs, based on the time and services utilized by the subsidiaries, are reimbursed to TCIL by such subsidiaries, in compliance with the relevant guidelines on related party transactions.</p>	<p>Mr. Mahesh Iyer, is the Managing Director & Chief Executive Officer of Thomas Cook (India) Limited and been with the company for 29 years. Prior to his appointment as Managing Director & Chief Executive Officer, he has held multiple roles in the Company including that of Head of Foreign Exchange, Chief Operating Officer and Chief Executive Officer.</p> <p>Mr. Iyer holds direct responsibility for the company's P&L, strategic planning, operations, nurturing and building key relationships as well as building a sustainable growth oriented organization that maximizes value for all its stakeholders.</p> <p>He holds a Master's degree in Marketing Management from JBIMS (Mumbai) and has successfully completed a Business Management degree from IIM-Calcutta.</p> <p>Mr. Mahesh Iyer joined the Board of Thomas Cook (India) Limited with effect from May 29, 2018.</p>

Sr. No	Particulars	Mr. Madhavan Menon	Mr. Mahesh Iyer
2	Past Remuneration	Rs. 6,27,95,905/- for the Financial Year ended March 31, 2023 (including reimbursements, claimed perquisite, values of ESOP Housing / accommodation, loan, car, interest of Provident Fund)	Rs. 3,45,19,637 /- for the Financial Year ended March 31, 2023 (including reimbursements, claimed perquisite, values of ESOP Housing / accommodation, loan, car, interest of Provident Fund)
3	Recognition or awards	He has a total experience of over 40 years. His expertise spans over Banking, Finance and Travel-related Foreign Exchange Management.	He has a total experience of over 30 years. His expertise spans over Foreign Exchange Management, day to day operations of the company, strategic planning, nurturing and building key relationships, as well as building a sustainable growth-oriented organization that maximizes value for all its stakeholders.
4	Job profile and suitability	Mr. Menon is one of the core managerial personnel, who uses his wide business networks in expanding the business opportunities of the Company. He has overall responsibility for the operations and financial performance of the Company in India, as well as the performance of its subsidiaries in India and abroad.	Mr. Iyer has direct responsibility for the company's P&L, day to day operations of the company, strategic planning, nurturing and building key relationships, as well as building a sustainable growth-oriented organization that maximizes value for all its stakeholders.
5	Remuneration proposed	As mentioned in the resolution pertaining to Item No. 5	As mentioned in resolution pertaining to Item No. 6
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)	There are no other Companies which are exactly similar to the Company's activities with which details can be compared for the said purpose. However, the remuneration for the similar position in the industry, having regard to the size of the companies and profile, knowledge and experience of person, is comparable to the remuneration of Mr. Menon	There are no other Companies which are exactly similar to the Company's activities with which details can be compared for the said purpose. However, the remuneration for the similar position in the industry, having regard to the size of the companies and profile, knowledge and experience of person, is comparable to the remuneration of Mr. Iyer
7	Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any	To the extent of remuneration received from the Company as a Whole Time Director	To the extent of remuneration received from the Company as a Whole Time Director

III. Other Information:

- a. **Reasons of loss or inadequate profits** – The Group's business operations for FY 23 were influenced adversely by the continued impact of the multiple lockdowns during FY 21 and FY 22 and the consequent crisis to contain the spread of COVID-19 pandemic. In the beginning of FY 23, key business segments across various geographies witnessed a staggered recovery with gradual easing of lockdowns, bringing respite in a phased manner to the travel & tourism industry. However, during the first half of FY23 which also happens to be the peak period of travel, the recoveries were slow. The visa related challenges continued during FY23 for certain countries and that too impacted the sales. The second half of FY23 showcased initial recoveries thereby aiding the Company's growth agenda. However, on a full year basis the overall revenues across various units remained low and although they were higher than FY22 but remained inadequate relative to the pre-pandemic level and the overall cost of operations. Additionally, there was a notional mark to market loss on shares held in Quess Corp Limited [which are held by the Thomas Cook (India) Limited Employee Trust] of Rs 353 Mn during FY23 (FY22 loss of Rs. 40 Mn) which further reduced the profitability for FY23.
- b. **Steps taken or proposed to be taken for improvement**– The key focus for the Group during the 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 as part of its Comprehensive "Reimagine Program" took several decisive actions and executed strategies around safety, cost rationalization, customer focus, innovation, enhanced use of technology etc. These efforts have enabled us to streamline and focus on improving operations and targeting improved financial metrics and market share as conditions normalize. Each business segment across the group has dedicated its efforts towards finding innovative ways to address customer needs while putting the health, safety and wellbeing of our customers at the forefront. As the inoculations across geographies including India are accelerating, it provides the much-needed hope that the situation is getting closer to normalcy.
- c. **Expected Increase in productivity and profits in measurable terms:** The transformational changes carried on in the Group led by innovation, automation and customer centricity will help in enhancing sales for next stage of growth. The Management has successfully implemented several immediate and structural changes which have enabled the business to continue its financial resilience and going ahead will add to overall synergies, consequently aiding bottom-line performance. Additionally, with the infusion via Optionally Convertible Cumulative Redeemable Preference Shares OCCRPS and then later conversion of the same into equity, the Company's

balance sheet is in a much stronger position. The company continues to efficiently manage its fund flow by taking various steps on faster collection, credit management with suppliers, availing ECLGS loan.

Annexure B

Additional Information with respect to Item No. 4 to 7

Information Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Name	Mr. Chandran Ratnaswami	Mr. Madhavan Menon	Mr. Mahesh Iyer
DIN	00109215	00008542	07560302
Age	74 years	68 years	51 years
Qualifications	Mr. Chandran Ratnaswami holds a Bachelor's degree in Civil Engineering from IIT Madras, India and an MBA from the University of Toronto, Canada	Mr. Madhavan Menon completed his MBA from George Washington University and undergraduate degree from American University of Beirut	Mr. Mahesh Iyer holds a Master's degree in Marketing Management from JBIMS and has successfully completed a Business Management degree from IIM- Calcutta
Experience	51 years	40 years	31 years
Brief Profile and Expertise including nature of expertise in specific functional areas	<p>Mr. Chandran Ratnaswami is a Managing Director of Hamblin Watsa Investment Counsel Limited, a wholly-owned investment management company of Fairfax Financial Holdings Limited. Hamblin Watsa provides discretionary investment management to all of the insurance and reinsurance subsidiaries of Fairfax and currently manages approximately \$ 50 Billion of assets.</p> <p>At Hamblin Watsa, he is responsible for all Fairfax and subsidiary investments in Asia. He is also the Chief Executive Officer and Director of Fairfax India Holdings Corporation, a company listed on the Toronto Stock Exchange.</p> <p>Mr. Ratnaswami serves on the Boards of ICICI Lombard General Insurance Company Limited, Fairbridge Capital Private Limited, and IIFL Holdings Limited (formerly India Infoline Limited), Quess Corp Limited (Formerly known as IKYA Human Capital Solutions Limited), First Capital Insurance Limited in Singapore, Thai Reinsurance Public Company Limited in Thailand, Union Assurance General Limited in Sri Lanka and Zoomer Media Limited in Canada.</p> <p>Mr. Ratnaswami joined the Board of Thomas Cook (India) Limited with effect from 22nd August, 2012.</p>	<p>Mr. Madhavan Menon – Executive Chairman, Thomas Cook (India) Limited</p> <p>Mr. Madhavan Menon joined Thomas Cook India in 2000 as the Executive Director responsible for the Foreign Exchange business and stepped up to the position of Managing Director in January 2006; Chairman & Managing Director in January 2016; and Executive Chairman effective July 2023.</p> <p>Madhavan completed his MBA from George Washington University and undergraduate degree from American University of Beirut.</p> <p>Madhavan has a varied background, having commenced his career in banking at Grindlays Bank, Citibank and Emirates Bank and in Birla Sun Life Asset Management Company.</p> <p>Madhavan is a member on the Board of Thomas Cook (India) Ltd. and holds directorship in various subsidiaries of the company and CSB (member of Fairfax India Ltd.) He is also the Chairman of the Fairfax India Charitable Foundation that focuses on bringing down the cost of treating kidney related ailments in India.</p> <p>During his tenure, Thomas Cook India has made several acquisitions, noteworthy being Kuoni's Destination Management Specialists across 17 countries and acquisition of DEI (one of the world's leading imaging solutions and services providers).</p>	<p>Mr. Mahesh Iyer, is the Managing Director & Chief Executive Officer of Thomas Cook (India) Limited and been with the company for 29 years. Prior to his appointment as Managing Director & Chief Executive Officer, he has held multiple roles in the Company including that of Head of Foreign Exchange, Chief Operating Officer and Chief Executive Officer.</p> <p>Mr. Iyer holds direct responsibility for the company's P&L, strategic planning, operations, nurturing and building key relationships as well as building a sustainable growth oriented organization that maximizes value for all its stakeholders.</p> <p>He holds a Master's degree in Marketing Management from JBIMS (Mumbai) and has successfully completed a Business Management degree from IIM-Calcutta.</p> <p>Mr. Mahesh Iyer joined the Board of Thomas Cook (India) Limited with effect from May 29, 2018.</p>

Name	Mr. Chandran Ratnaswami	Mr. Madhavan Menon	Mr. Mahesh Iyer
		Thomas Cook (India) Limited (TCIL) is the leading omnichannel travel company in the country offering a broad spectrum of services including Foreign Exchange, Corporate Travel, MICE, Leisure Travel, Value Added Services and Visa Services. It operates leading B2C and B2B brands including Thomas Cook, SOTC, TCI, SITA, Asian Trails, Allied TPro, Australian Tours Management, Desert Adventures, Travel Circle International Limited (TCI), Sterling Holiday Resorts Limited, Distant Frontiers, TC Tours, Digiphoto Entertainment Imaging (DEI), Go Vacation, Private Safaris East & South Africa. As one of the largest travel service provider networks headquartered in the Asia-Pacific region, The Thomas Cook India Group spans 28 countries across 5 continents.	
Terms and Conditions of appointment	Mr. Chandran Ratnaswami will be re-appointed as a Non Executive Director, liable to retire by rotation	Re-designation and appointment of Mr. Madhavan Menon as Executive Chairman, for a fresh term of five (5) years, whose office would not be liable to retire by rotation	Mr. Mahesh Iyer, Director designated as Executive Director and Chief Executive Officer shall be re-appointed to the office, as a Director designated as Managing Director and Chief Executive Officer liable to retire by rotation.
Past Remuneration	Mr. Chandran Ratnaswami, being Non Executive Director, is eligible to be paid commission and sitting fees depending upon the number of Board and Committees meetings attended but he voluntarily waived his entitlement to his share of commission and sitting fees.	Rs. 6,27,95,905/- for the Financial Year ended March 31, 2023 (including reimbursements, claimed perquisite, values of ESOP Housing / accommodation, loan, car, interest of Provident Fund)	Rs. 3,45,19,637 /- for the Financial Year ended March 31, 2023 (including reimbursements, claimed perquisite, values of ESOP Housing / accommodation, loan, car, interest of Provident Fund)
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	As stated in resolution pertaining to Item No. 5 of the Notice	As stated in resolution pertaining to Item No. 6 of the Notice
Date of first appointment on the Board	August 22, 2012	May 1, 2000	May 29, 2018
Details of shareholding including shareholding as a beneficial owner in the Company	NIL	810054 equity shares as on date of the notice	258770 equity shares as on date of the notice
Relation with other Directors, Manager and KMPs	No relation with any Directors, Manager and KMPs	No relation with any Directors, Manager and KMPs	No relation with any Directors, Manager and KMPs of the Company or its Subsidiaries
No. of Board meetings attended during the financial year 2022-23	5 out of 5 for the Financial Year 2022-23	5 out of 5 for the Financial Year 2022-23	5 out of 5 for the Financial Year 2022-23

Name	Mr. Chandran Ratnaswami	Mr. Madhavan Menon	Mr. Mahesh Iyer
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none"> • Bangalore International Airport Limited • IIFL Finance Limited (formerly known as IIFL Holdings Limited) • National Commodities Management Services Limited • Qess Corp Limited • Sanmar Engineering Services Limited • Go Digit General Insurance Limited • Chemplast Sanmar Limited • Fairbridge Capital Private Limited • Go Digit Infoworks Services Private Limited • Thai Reinsurance Public Company Limited – Thailand • Zoomer Media Limited – Canada • HWIC Asia Fund– Mauritius • ORE Holdings Limited • FAL Corporation • Fairfax India Holdings Corporation • Primary Real Estate Investments • Fairbridge Capital (Mauritius) Limited • FIH Mauritius Investments Limited • FIH Private Investments Limited • H Investments Limited • Fairfirst Insurance Limited (Union Assurance General Limited amalgamated with Asian Alliance General Limited) • I Investments Limited • HW Private Investments Limited • Fairbridge Investments (Mauritius) Limited • Fairfax Consulting Services India Limited • 11470370 Canada Inc. • Chanvima Limited • 10955230 Canada Inc. 	<ul style="list-style-type: none"> • Sterling Holiday Resorts Limited • Travel Corporation (India) Limited • CSB Bank Limited • SOTC Travel Limited • Cedar Management Consulting Private Limited • TCI- GO Vacation India Private Limited • Isprava Vesta Private Limited • Isprava Hospitality Private Limited • Thomas Cook (Mauritius) Holding Co. Ltd. • Travel Circle International Limited • Horizon Travel Services LLC • Private Safaris (E.A.) Ltd.,Kenya • Kuoni Australia Holding Pty Ltd • Australian Tours Management Pty Ltd • Kuoni Private Safaris (Pty) Ltd • SITA World Travel Lanka (Private) Limited • Luxe Asia (Private) Limited • Thomas Cook (Mauritius) Operations Co. Ltd. • Thomas Cook (Mauritius) Holidays Limited 	<ul style="list-style-type: none"> • BDC Digiphot Imaging Solutions Private Limited • Thomas Cook (Mauritius) Holding Company Limited • Thomas Cook (Mauritius) Holidays Limited • Luxe Asia (Private) Limited • Sita World Travel Lanka (Private) Limited • Thomas Cook (Mauritius) Operations Co. Ltd. • DEI Holdings Limited

Name	Mr. Chandran Ratnaswami	Mr. Madhavan Menon	Mr. Mahesh Iyer
Memberships/ Chairmanship of Committees as on March 31, 2023	National Commodities Management Services Limited Nomination and Remuneration Committee – Chairman Quess Corp Limited Audit Committee – Member Nomination and Remuneration Committee – Member Go Digit General Insurance Limited Investment Committee – Chairman Risk Management Committee – Chairman Policyholder Protection Committee – Chairman Corporate Social Responsibility Committee – Member Audit Committee – Member Share Allotment Committee – Member Stakeholders Relationship Committee – Member IPO Committee - Member Go Digit Infoworks Services Private Limited Corporate Social Responsibility Committee – Member Thomas Cook (India) Limited Nomination and Remuneration Committee – Member Audit Committee – Member	Travel Corporation (India) Limited Sub Committee - Chairman SOTC Travel Limited Sub Committee - Chairman CSB Bank Ltd NPA Management Committee – Chairman Risk Management Committee – Member Audit Committee – Member Stakeholders Relationship Committee – Chairman Committee for monitoring large value frauds (CMF) – Member Nomination and Remuneration Committee – Member Thomas Cook (India) Limited Sub Committee – Chairman	Thomas Cook (India) Limited Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Member Sub-Committee – Member Risk Management Committee - Member
Listed entities from which the Director has resigned in the past three years	Nil	Resigned from Quess Corp Limited w.e.f 29.10.2019	Nil

Name	Mrs. Kishori Jayendra Udeshi	Mr. Nilesh Vikamsey	Mr Sunil Behrai Mathur
DIN	01344073	00031213	00013239
Age	79 Years	58 Years	78 Years
Qualifications	M.A. Degree in Economics from Bombay University	Mr. Nilesh Vikamsey is a Chartered Accountant, Diploma in Information System Audit (DISA) of the ICAI, Business Consultancy Studies Course	Mr. Sunil Mathur is a Chartered Accountant by profession
Experience	50 years of diversified experience in banking and regulatory sectors	40 years	50 Years
Brief Profile and Expertise including nature of expertise in specific functional areas	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.	Mr. Nilesh Vikamsey is a senior partner at KKC & Associates LLP (Formerly - Khimji Kunverji & Co LLP) – an 86-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.	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

Name	Mrs. Kishori Jayendra Udeshi	Mr. Nilesh Vikamsey	Mr Sunil Behrai Mathur
	<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 Limited.</p> <p>Mrs. Kishori Udeshi joined the Board of Thomas Cook (India) Limited with effect from 25th January 2013.</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). 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 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>	<p>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 PSU's) 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) 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>
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. 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.	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.
Past Remuneration	Mrs Kishori Udeshi, being an Independent Director, is eligible to be paid commission and sitting fees depending upon the number of Board and Committee meetings attended.	Mr Nilesh Vikamsey, being an Independent Director, is eligible to be paid commission and sitting fees depending upon the number of Board and Committee meetings attended.	Mr Sunil Mathur, being an Independent Director, is eligible to be paid commission and sitting fees depending upon the number of Board and Committee meetings attended.
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.

Name	Mrs. Kishori Jayendra Udeshi	Mr. Nilesh Vikamsey	Mr Sunil Behrai Mathur
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 KMP's	No relation with any Directors, Manager and KMP's	No relation with any Directors, Manager and KMP's	No relation with any Directors, Manager and KMP's
No. of Board meetings attended during the financial year 2022-23	4 out of 5 for the Financial Year 2022-23	5 out of 5 for the Financial Year 2022-23	5 out of 5 for the Financial Year 2022-23
Directorships of other Boards as on March 31, 2023	<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 	<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 • Gati Limited • Gati-Kintesu Express Private Limited • Allcargo logistics limited • Thejo Engineering Limited 	<ul style="list-style-type: none"> • DCM Shriram Industries Limited • Ultratech Cement Limited • Travel Corporation (India) Limited • QRG Investments and Holding Limited
Memberships/ Chairmanship of Committees as on March 31, 2023	<p>Shriram Automall India Limited Audit Committee- Chairperson Nomination and Remuneration Committee- Member</p> <p>ION Exchnage (India) Limited Stakeholders 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 Stakeholders Relationship 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 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 Trustees- Member Risk Management 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>

Name	Mrs. Kishori Jayendra Udeshi	Mr. Nilesh Vikamsey	Mr Sunil Behrai Mathur
		Gati Limited Audit Committee- Chairman Nomination and remuneration committee- Member Risk Management Committee- Chairman Gati-Kintesu Express Private Limited Audit Committee- Chairman Nomination and remuneration committee- Member Allcargo logistics limited Audit Committee- Member Nomination and remuneration committee- Member Thejo Engineering Limited Audit Committee- Member Compensation / Nomination and remuneration committee- Member	
Listed entities from which the Director has resigned in the past three years	<ul style="list-style-type: none"> - Resigned from Elantas Beck India Limited on 27.07.2022 - Resigned from Shriram Finance Limited on 05.12.2022 	<ul style="list-style-type: none"> - Resigned from SBI Life Insurance Company Limited on 06.09.2020 - Resigned from Navneet Education Limited on 01.02.2023 - Resigned from The Federal Bank Ltd on 24.06.2019 - Resigned from SBI Cards And Payment Services Limited on 05.11.2020 	<ul style="list-style-type: none"> - Resigned from ITC Limited on 15.09.2021 - Resigned from Hindustan Oil Exploration Company Limited on 17.04.2019

Name	Mr. Pravir Kumar Vohra	Mrs. Sharmila Abhay Karve
DIN	00082545	05018751
Age	69 Years	57 Years
Qualifications	Mr. Pravir 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. Sharmila Abhay Karve is a Chartered Accountant with extensive experience in finance, accounts and audit.
Experience	45 years	32 years
Brief Profile and Expertise including nature of expertise in specific functional areas	<p>Mr. Pravir 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>Mrs. Sharmila Abhay 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>

Name	Mr. Pravir Kumar Vohra	Mrs. Sharmila Abhay Karve
	<p>PAccolades 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>	
Terms and Conditions of appointment	Mr. Pravir 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.
Past Remuneration	Mr Vohra, being a Non Executive Independent Director, is eligible to be paid commission and sitting fees depending upon the number of Board and Committees meetings attended.	Mrs Sharmila Abhay Karve, being an Independent Director, is eligible to be paid commission and sitting fees depending upon the number of Board and Committees meetings attended.
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.
Date of first appointment on the Board	April 10, 2015	May 29, 2021
Details of shareholding including shareholding as a beneficial owner in the Company	Nil	Nil
Relation with other Directors, Manager and KMP's	No relation with any Directors, Manager and KMP's	No relation with any Directors, Manager and KMP's
No. of Board meetings attended during the financial year 2022-23	5 out of 5 for the Financial Year 2022-23	5 out of 5 for the Financial Year 2022-23
Directorships of other Boards as on March 31, 2023	<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 Company Limited 	<ul style="list-style-type: none"> • EPL Limited • Syngene International Limited • CSB Bank Limited • Aadhar Housing Finance Limited • Vanaz Enginners Limited • Essel Packaging (Guangzhou) Limited • Lamitube Technology Limited, Mauritius • EPL America LLC • Fairfax India Holdings Corporation • School for Social Entrepreneurs India
Memberships/ Chairmanship of Committees as on March 31, 2023	<p>IDFC First Bank Limited</p> <p>IT Strategy Committee- Chairman</p> <p>Audit Committee- Member</p> <p>Risk Management Committee- Member</p> <p>Stakeholders Relationship Committee - Member</p> <p>Fraud Monitoring Committee - Chairman</p> <p>Kirloskar Ferrous Industries Limited</p> <p>Audit Committee- Member</p> <p>Kirloskar Pneumatic Company Limited</p> <p>Audit Committee- Member</p> <p>Thomas Cook (India) Limited</p> <p>Stakeholders Relationship Committee - Chairman</p> <p>Audit Committee-Member</p> <p>Risk Management Committee- Chairman</p>	<p>EPL Limited</p> <p>Audit Committee- Chairperson</p> <p>Stakeholders Relationship Committee- Member</p> <p>Syngene International Limited</p> <p>Audit Committee- Member</p> <p>Nomination and Remuneration Committee- Member</p> <p>Stakeholders Relationship Committee- Chairperson</p> <p>CSB Bank Limited</p> <p>Audit Committee- Chairperson</p> <p>NPA Management Committee- Member</p> <p>Monitoring Large Value Frauds – Member</p> <p>Customer Service Committee- Member</p> <p>Nomination & Remuneration Committee- Members</p>

Name	Mr. Pravir Kumar Vohra	Mrs. Sharmila Abhay Karve
		Aadhar Housing Finance Limited Audit Committee- Chairperson Nomination & Remuneration Committee- Chairperson Risk Management Committee- Member Asset Liability Management Committee- Member IT Strategy Committee- Chairperson Vanaz Enginners Limited Audit Committee- Member Nomination and remuneration committee- Member Thomas Cook (India) Limited Audit Committee- Member Risk Management committee- Member
Listed entities from which the Director has resigned in the past three years	<ul style="list-style-type: none"> - Resigned from Qess Corp Limited on 29.09.2020 - Resigned from 3i Infotech Limited on 15.12.2021 	Nil

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