



THOMAS COOK (INDIA) LIMITED

CIN: L63040MH1978PLC020717

Registered office: 11th Floor, Marathon Futurex, N.M. Joshi Marg, Lower Parel (East), Mumbai 400 013.

Board No. +91-22-4242 7000; Fax No.: +91-22-2302 2864

Website: www.thomascook.in; E- mail: sharedept@thomascook.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Secretarial Standard on General Meetings ('SS-2'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021, dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 ('MCA Circulars') and any other applicable laws and regulations, that the Resolutions as set out in this Notice to transact the special business as set out hereunder by passing Special Resolutions are proposed to be passed by the Members of Thomas Cook (India) Limited (the 'Company') through Postal Ballot by way of voting through electronic means ('remote e-Voting') only.

In compliance with the MCA Circulars, this Postal Ballot Notice ('Notice') is being sent only in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar & Transfer Agents to enable them to cast their votes electronically. Accordingly, a physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope are not being sent to the Members. For the purpose of remote e-Voting, the Company has engaged the services of National Securities Depository Limited ('NSDL') as its agency and Members are requested to follow the procedure as stated in the Notes appended to this Notice for casting of votes by remote e-Voting.

e-Voting Option: In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide an option to the Members holding shares in dematerialized form and in physical form, to vote on the Postal Ballot by way of remote e-Voting to enable Members to cast their vote electronically.

You are requested to carefully read the e-Voting instructions as given below under the head Notes and Instructions, before casting your vote on e-Voting URL: <https://www.evoting.nsdl.com>

The Notice will also be placed on the website of the Company at www.thomascook.in and on the website of NSDL at www.evoting.nsdl.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively.

The remote e-Voting period commences from Wednesday, February 11, 2026 at 9:00 a.m. (IST) and concludes on Thursday, March 12, 2026 at 5:00 pm (IST) both days inclusive.

The Board of Directors of the Company has appointed Mr. P. N. Parikh (Membership No. FCS 327; Certificate of Practice No: 1228) and in his absence Mr. Mitesh Dhaliwala (Membership No. FCS 8331; Certificate of Practice No: 9511) and in his absence, Ms. Sarvari Shah (Membership No. FCS 9697; Certificate of Practice No: 11717) of Parikh & Associates, Practicing Company Secretaries as the Scrutinizer for scrutinizing the Postal Ballot voting process through remote e-Voting in a fair and transparent manner.

The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by the Chairman of the Company upon completion of the scrutiny of the votes cast through e-Voting. The scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman and / or any Director and / or Company Secretary and Compliance Officer as duly authorized by the Board who shall countersign the Scrutinizer's Report. The result shall be declared by the Chairman or a person as authorized by him in writing.

The results of the Postal Ballot will be announced on or before Friday, March 13, 2026. The said results along with the Scrutinizer's Report would be intimated to BSE and NSE where the securities of the Company are listed, within two working days of the conclusion of the remote e-Voting. Additionally, the results will also be uploaded on the Company's website www.thomascook.in and on the website of NSDL i.e. www.evoting.nsdl.com

Accordingly, the Notice is hereby given to the Members of the Company for seeking approval by way of Postal Ballot only by remote e-Voting, for the following Resolutions, together with the Explanatory Statement as required under Section 102 of the Companies Act, 2013 setting out the material facts and reasons for the Resolutions, for your consideration:

1. To consider and pass the following resolution as a Special Resolution for appointment of Mr. Gurumoorthy Mahalingam (DIN: 09660723) as Non-Executive Independent Director for first term of 5 (five) consecutive years commencing from December 19, 2025 up to December 18, 2030:

"RESOLVED THAT, Mr. Gurumoorthy Mahalingam (DIN: 09660723) who was appointed as an Additional (Non Executive Independent) Director of the Company by the Board of Directors of the Company with effect from December 19, 2025 upon recommendation of the Nomination and Remuneration Committee, in terms of Section 161(1) of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force), and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013, from a Member, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation;

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, and applicable Regulations of Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force), and pursuant to provisions of the Articles of Association of the Company, Mr. Gurumoorthy Mahalingam (DIN: 09660723), who meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder, and Regulation 16(1)(b) of Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years w.e.f. December 19, 2025 up to December 18, 2030 (both days inclusive);

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) or substitution(s) made thereof, for the time being in force), Mr. Gurumoorthy Mahalingam (DIN: 09660723), be paid such fees and remuneration by way of profit-related commission as may be determined by the Board of Directors of the Company from time to time, on recommendation by the Nomination and Remuneration Committee, which shall be in accordance with the provisions prescribed in the Companies Act, 2013 and the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time;

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

2. To consider and pass the following resolution as a Special Resolution for re-appointment of Mrs. Sharmila A. Karve (DIN: 05018751) as Non-Executive Independent Director for a second term of 5 (five) consecutive years w.e.f. May 29, 2026 to May 28, 2031:

RESOLVED THAT, pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, and applicable Regulations of Securities and

Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force), and pursuant to provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company vide their resolutions dated February 5, 2026, Mrs. Sharmila A. Karve (DIN: 05018751), who was appointed as an Independent Director and who holds office up to May 28, 2026 and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(7) of the Companies Act, 2013 and Rules framed thereunder, and Regulation 16(1)(b) of Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing with effect from May 29, 2026 to May 28, 2031 (both days inclusive);

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) or substitution(s) made thereof, for the time being in force), Mrs. Sharmila A. Karve (DIN: 05018751), be paid such fees and remuneration by way of profit-related commission as may be determined by the Board of Directors of the Company from time to time, on recommendation by the Nomination and Remuneration Committee, which shall be in accordance with the provisions prescribed in the Companies Act, 2013 and the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time;

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

Registered office:

11th Floor, Marathon Futurex, N.M. Joshi Marg,
Lower Parel (East), Mumbai, Maharashtra, 400013

CIN: L63040MH1978PLC020717

Phone: +91-22-42427000

Fax: +91-22-23022864

Website: www.thomascook.in

E-mail: sharedept@thomascook.in

Place: Mumbai

Date: February 5, 2026

By Order of the Board

Amit J. Parekh

Company Secretary & Compliance Officer
ACS- 13648

NOTES AND INSTRUCTIONS

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached herewith.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment is also annexed to this Notice.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of members / List of Beneficial Owners as on Friday, January 30, 2026 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company/RTA/Depositories.
4. This Postal Ballot Notice will also be available on the Company's website at <https://www.thomascook.in>, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
5. In compliance with the provisions of Sections 110 read with 108 of the Act and the Rules made thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars in relation to e-Voting Facility provided by Listed Entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of NSDL to provide remote e-Voting facility to its members. The instructions for e-Voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
6. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.
7. e-Voting facility will be available for every DP ID & Client ID / folio number irrespective of the number of joint holders. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
9. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-Voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-Voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
10. The remote e-Voting period commences from 9.00 a.m. (IST) on Wednesday, February 11, 2026 and ends at 5.00 p.m. (IST) on Thursday, March 12, 2026. The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
11. Institutional / Corporate Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a proof of authorisation (Board Resolution/Power of Attorney/Authority Letter etc.) in favour of their authorized representatives by sending an email to the Company at sharedept@thomascook.in, not later than 5.00 p.m. on Thursday, March 12, 2026. Also, a scanned copy of the proof of authorisation, should be emailed to Scrutinizer at thomascook.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
12. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-Voting i.e. Thursday, March 12, 2026.
13. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-Voting. Members seeking to inspect the same can send an email from their registered email, to the Company at sharedept@thomascook.in.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. 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 CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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.com or call at 022 - 48867000
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. 1800-21-09911

B) Login Method 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*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to thomascook.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) 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.
2. 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Rimpa Bag at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sharedept@thomascook.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sharedept@thomascook.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ITEM NO. 1

The Board of Directors, based on the evaluation carried out and on the recommendation of Nomination and Remuneration Committee approved appointment of Mr. Gurumoorthy Mahalingam (DIN 09660723) as an Additional Director of the Company with effect from December 19, 2025 and as an Independent Director of the Company, for a term of 5 (five) consecutive years with effect from December 19, 2025 to December 18, 2030, subject to approval of the Members. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. In terms of Regulation 17(1C)(a) of the SEBI Listing Regulations, the Company is required to obtain the approval of Members for appointment of a Director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company follows a robust process for Board appointments and succession, which is a hallmark of a forward-thinking, future-ready and progressive Board. The Nomination and Remuneration Committee, followed by the Board, deliberates on various factors including current tenure of Board Members, anticipated vacancies in key board positions, skill matrix, diversity, time-commitment and statutory requirements etc. The Nomination and Remuneration Committee has identified amongst others, Financial knowledge, Global business, Leadership, Business Strategy and Development, Board Services and Governance as the skills required for this role and as mentioned in the Corporate Governance Report, forming part of Annual Report of the Company. After reviewing the profile of Mr. Gurumoorthy Mahalingam (DIN 09660723), the Nomination and Remuneration Committee and the Board was of the view that Mr. Gurumoorthy Mahalingam (DIN 09660723) possess appropriate skills, experience and knowledge as required for the role of an Independent Director. The skills coupled with his rich experience will benefit the Company. Accordingly, the Board has recommended his candidature as an Independent Director of the Company.

The appointment of Mr. Gurumoorthy Mahalingam has been recommended by the Nomination and Remuneration Committee vide its meeting dated December 18, 2025 and made by the Board to address the long-term requirement of the Company and to ensure smooth transition in key board positions. In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Gurumoorthy Mahalingam fulfils the conditions specified in the Companies Act, 2013, the rules made thereunder and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director of the Company and is independent of Management of the Company.

Brief Profile of Mr. Mahalingam is as follows:

Mr. Gurumoorthy Mahalingam's professional career spans across more than four decades across the financial sector regulators, the Reserve Bank of India (RBI), and the Securities & Exchange Board of India (SEBI). He has taken on varied roles in RBI encompassing financial market development, regulation and operations, foreign exchange reserves management, debt management, and regulation and supervision of banks. He was the Chief Dealer and Executive Director in-charge of forex market interventions as well as management of forex reserves of the country and rupee liquidity policy and operations. In the above roles, he was instrumental in formulating regulatory policies in respect of financial markets and the conduct of market operations of RBI. His experience spans across most difficult and volatile times in the financial markets, such as the Global financial crisis, European debt crisis (2011-12) as well as the taper tantrum (2013-2016). He was closely involved in giving shape to foreign exchange policies and monetary policy implementation.

In his role as a Whole-time Board Member of SEBI (between 2016 and 2021), which carried Executive responsibilities as well, he has had a wide experience regulating Mutual Funds, Stock exchanges, Listed companies, foreign portfolio investors, corporate governance aspects, stock and derivatives markets, corporate bond market, amongst others. He has supervised the conduct of investigations and enforcement actions in regard to violations of securities laws and regulations. He was a quasi-judicial authority for a little over 500 cases involving market misdemeanours. While being in RBI and SEBI, he was associated with important committees in the area of forex markets, financial benchmarks, corporate bond markets, etc.

Mr. Mahalingam holds a Master's Degree in Science (Statistics) from Indian Institute of Technology, Kanpur and a Master's degree in Business Administration (International Banking and Finance) from the University of Birmingham.

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

The Board of Directors, based on the declaration received from Mr. Mahalingam, has verified the veracity of such disclosures and the Board is of the opinion that he fulfills the conditions of independence specified in the Listing Regulation and the Companies Act, 2013 and is Independent of the Management.

In terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any Securities and Exchange of Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any other such authority(ies) Order. He has also confirmed that he is in compliance with Rules 6(1), 6(2) and 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and has cleared/ exempted from an online proficiency self-assessment test, conducted by IICA.

The members may note that, Mr. Mahalingam possesses requisite skills and experience in various fields viz. Finance, Business Management, Banking, Insurance and Regulatory affairs and knowledge relevant to the Company's business and that it would be of immense benefit to the Company to have his association with the Company as a Non-Executive Independent Director.

In terms of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and SEBI Listing Regulations, it is proposed that Mr. Gurumoorthy Mahalingam be appointed as an Independent Director for a term of 5 (five) consecutive years w.e.f. December 19, 2025 up to December 18, 2030.

Information Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in **Annexure A** enclosed with this notice

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Gurumoorthy Mahalingam as an Independent Director requires approval of members of the Company by passing a special resolution. Accordingly, the approval of members is being sought for appointment of Mr. Gurumoorthy Mahalingam as an Independent Director of the Company.

Mr. Mahalingam is not related to any Director or Key Managerial Personnel of the Company and he does not hold any equity shares in the Company as on date of the Postal Ballot Notice.

All the documents referred to at Item No. 1 of the Postal Ballot Notice and the Explanatory Statement shall be available for inspection through electronic mode by sending request to the Company Secretary at sharedept@thomascook.in. The same will be replied to by the Company suitably.

The terms and conditions of appointment of Mr. Gurumoorthy Mahalingam are also posted on the website of the Company at www.thomascook.in

Mr. Gurumoorthy Mahalingam, being the appointee and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned / interested financially or otherwise in the Special Resolution as set out in the Resolution No.1 of this notice.

The Board of Director recommends the above Special Resolution for approval of Members.

ITEM NO. 2

The Members at the Annual General Meeting held on September 29, 2021, had approved the appointment of Mrs. Sharmila A. Karve (DIN: 05018751), as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years commencing from May 29, 2021 up to May 28, 2026.

The aforesaid tenure of Mrs. Sharmila A. Karve (DIN: 05018751) will complete on May 28, 2026. In accordance with the provisions of Section 149 of the Act, an Independent Director may hold office for two consecutive terms, up to five years each. The Nomination and Remuneration Committee at its meeting held on February 5, 2026, has taken into account the performance evaluation report of Mrs. Karve during her first term of 5 (Five) years and considering her knowledge, acumen, expertise, contribution and time commitment has recommended to the Board her reappointment for a second term of 5 (five) consecutive years. Based on the evaluation and the recommendation of the Nomination and Remuneration Committee and based on the notice received in writing from a Member under Section 160 of the Companies Act, 2013, proposing her candidature for the reappointment as a Non-Executive Independent Director of the Company, the Board of Directors vide their resolution dated February 5, 2026 recommended the reappointment of Mrs. Karve, subject to the approval of the Members, for a second term of 5 consecutive years with effect from May 29, 2026 up to May 28, 2031 in terms of the applicable provisions of Companies Act, 2013 (the Act) and SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Nomination and Remuneration Committee and the Board is of the view that Mrs. Sharmila A. Karve (DIN: 05018751) possess appropriate skills, experience and knowledge as required for the role of an Independent Director in line with business / operations of the Company. The skills coupled with her rich experience will benefit the Company.

She has also confirmed that she is in compliance with Rules 6(1), 6(2) and 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and has cleared/ exempted from an online proficiency self-assessment test, conducted by IICA.

The Company has received from Mrs. Karve (i) a consent in writing to act as a Director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. Mrs. Karve has also confirmed that she is not debarred from holding of office of Director pursuant to any Securities and Exchange Board of India order or any other such authority and that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Sharmila A. Karve (DIN: 05018751) has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

The Board has assessed the veracity of the above declarations and other documents furnished by Mrs. Sharmila A. Karve (DIN: 05018751). Basis the confirmations / declarations provided by Mrs. Sharmila A. Karve (DIN: 05018751), the Board is of the opinion that she fulfils the conditions / criteria specified under the Act, the Rules framed under and the SEBI Listing Regulations in relation to her re-appointment as an Independent Director of the Company and is independent of the management of the Company and possesses appropriate skills, expertise, experience, knowledge and integrity including proficiency.

All the documents referred to at Item No. 2 of the Postal Ballot Notice and the Explanatory Statement shall be available for inspection through electronic mode by sending request to the Company Secretary at shareddept@thomascook.in. The same will be replied to by the Company suitably.

The Company has received a notice pursuant to Section 160 of the Act, from a Member signifying the intention to propose the appointment of Mrs. Sharmila A. Karve (DIN: 05018751) as a Director of the Company.

The terms and conditions of re-appointment of Mrs. Karve as Non-Executive Independent Director are also hosted on the website of the Company at www.thomascook.in.

In the opinion of the Board, Mrs. Karve continues to fulfil the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her re-appointment as Non-Executive Independent Director of the Company and is independent of the Management. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that her continued association would be of immense benefit to the Company and hence, it is desirable to re-appoint her as an Independent Director.

As on date of this notice, Mrs. Karve does not hold any equity shares in the Company and is not related to any of the Directors of the Company.

Brief Profile of Mrs. Karve is as follows:

Mrs. Karve is a Chartered Accountant with extensive experience in finance, accounts and audit. She began her career with Lovelock & Lewes and grew to the position of Diversity & Inclusion Leader for PWC Global network, where she retired. Mrs. Karve is currently serving on the Boards of Syngene International Limited, EPL Limited, CSB Bank, Aadhar Housing Finance Limited etc.

Information Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in **Annexure A** enclosed with this Notice.

Accordingly, considering the significant benefits reaped by the Company from her experience, expertise and mature advice to the business of the Company during her tenure as a Non-Executive Independent Director and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends to the members the re-appointment of Mrs. Karve as a Non-Executive Independent Director of the Company for a second term of five consecutive years with effect from May 29, 2026 up to May 28, 2031 by way of Special Resolution as set out in Item No. 2 of the Postal Ballot Notice.

Apart from Mrs. Sharmila A. Karve, being the appointee and her relatives, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned / interested financially or otherwise in the Special Resolution as set out in the Resolution No. 2 of this Notice.

The Board of Director recommends the above Special Resolution for approval of Members

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Fax: +91-22-23022864

Website: www.thomascook.in

E-mail: sharedept@thomascook.in

Place: Mumbai

Date: February 5, 2026

By Order of the Board

Amit J. Parekh

Company Secretary & Compliance Officer

ACS- 13648

Annexure A

Additional Information with respect to Item Nos. 1 and 2

Information Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is as under:

Name	Mrs. Sharmila Abhay Karve	Mr. Gurumoorthy Mahalingam
DIN	05018751	09660723
Age	60 Years	69 Years
Qualifications	Mrs. Karve is a Chartered Accountant with extensive experience in finance, accounts and audit.	Mr. Mahalingam holds a Master's Degree in Science (Statistics) from Indian Institute of Technology, Kanpur and a Master's degree in Business Administration (International Banking and Finance) from the University of Birmingham.
Experience	Over 32 years	Over 40 Years
Brief Profile and Expertise including nature of expertise in specific functional areas	Mrs. Karve is a Chartered Accountant with extensive experience in finance, accounts and audit. She began her career with Lovelock & Lewes and grew to the position of Diversity & Inclusion Leader for PWC Global network, where she retired. She is currently serving on the Boards of Syngene International Limited, EPL Limited, CSB Bank, Aadhar Housing Finance Limited etc.	Mr. Gurumoorthy Mahalingam's professional career spans across more than four decades across the financial sector regulators, the Reserve Bank of India (RBI), and the Securities & Exchange Board of India (SEBI). He has taken on varied roles in RBI encompassing financial market development, regulation and operations, foreign exchange reserves management, debt management, and regulation and supervision of banks. He was the Chief Dealer and Executive Director in-charge of forex market interventions as well as management of forex reserves of the country and rupee liquidity policy and operations. In the above roles, he was instrumental in formulating regulatory policies in respect of financial markets and the conduct of market operations of RBI. His experience spans across most difficult and volatile times in the financial markets, such as the Global financial crisis, European debt crisis (2011-12) as well as the taper tantrum (2013-2016). He was closely involved in giving shape to foreign exchange policies and monetary policy implementation. In his role as a Whole-time Board Member of SEBI (between 2016 and 2021), which carried Executive responsibilities as well, he has had a wide experience regulating Mutual Funds, Stock exchanges, Listed companies, foreign portfolio investors, corporate governance aspects, stock and derivatives markets, corporate bond market, amongst others. He has supervised the conduct of investigations and enforcement actions in regard to violations of securities laws and regulations. He was a quasi-judicial authority for a little over 500 cases involving market misdemeanours. While being in RBI and SEBI, he was associated with important committees in the area of forex markets, financial benchmarks, corporate bond markets, etc.

Terms and Conditions of appointment or re-appointment	Mrs. Karve be re-appointed as an Independent Director for a second term of 5 (five) consecutive years commencing from May 29, 2021 to May 28, 2026, not liable to retire by rotation, in conformity with Company's policy on Corporate Governance.	Mr. Mahalingam is proposed to be appointed as an Director/ Independent Director for a first term of 5 (five) consecutive years commencing effective from December 19, 2025 to December 18, 2030 , not liable to retire by rotation, in conformity with Company's policy on Corporate Governance.
Past Remuneration (excluding sitting fees) (Commission paid for the financial years 2023-2024 and 2024-2025) (INR Mn)	INR 3.00 Mn paid for FY 2023-24 INR 3.63 Mn paid for FY 2024-25	Not Applicable
Remuneration Payable	Remuneration payable shall include commission as may be devised by the Company, sitting fees depending upon the number of Board and Committee 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 Committee meetings attended and reimbursement of expenses incurred for attending the meeting.
Date of first appointment on the Board	May 29, 2021	December 19, 2025
Details of shareholding including shareholding as a beneficial owner in the Company	Nil	Nil
Relation with other Directors, Manager and KMPs	No relation with other Directors, Manager and KMPs, of the Company	No relation with other Directors, Manager and KMPs, of the Company
No. of Board meetings attended during the financial year 2024-25 and FY 2025-26	• 5 out of 5 for the Financial Year 2024-25 • 6 out of 6 in the Financial Year 2025-26 till the date of this Postal Ballot Notice	• Not Applicable for Financial Year 2024-25 • Nil in the Financial Year 2025-26 till the date of this Postal Ballot Notice
Directorships of other Boards (including Directorships on the Board of Listed entities) as on December 31, 2025	• EPL Limited • Syngene International Limited • CSB Bank Limited • Aadhar Housing Finance Limited • Vanaz Engineers Limited • Tata Electronics Private Limited • Alpha Alternatives Financial Services • Thomas Cook (India) Limited	• City Union Bank Limited • DSP Pension Fund Managers Private Limited • Care Ratings Limited • Central Depository Services (India) Limited • Life Insurance Corporation of India • Indian International Bullion Exchange IFSC Limited • Thomas Cook (India) Limited

Memberships/ Chairmanship of Committees (including Memberships/ Chairmanship of Committees of Board of listed entities) as on December 31, 2025	EPL Limited Audit Committee- Chairperson Syngene International Limited Audit Committee- Chairperson Nomination and Remuneration Committee- Member Corporate Social Responsibility Committee - Member CSB Bank Limited Audit Committee- Chairperson Committee for Monitoring and Follow up cases of Frauds – Member Review Committee for Wilful Defaulters & Non-Cooperative Borrowers - Member Corporate Social Responsibility Committee – Member Aadhar Housing Finance Limited Audit Committee- Chairperson Nomination & Remuneration Committee- Chairperson Risk Management Committee- Member Asset Liability Management Committee- Member Vanaz Engineers Limited Audit Committee- Member Nomination and remuneration committee- Member Thomas Cook (India) Limited Audit Committee- Chairperson Risk Management committee- Member Stakeholders Relationship Committee - Member	City Union Bank Limited Stakeholders Relationship Committee – Member Risk Management Committee – Member Compensation Committee - Member DSP Pension Fund Managers Private Limited Audit Committee- Chairperson Care Ratings Limited Audit Committee- Chairperson Central Depository Services (India) Limited Audit Committee- Member Nomination & Remuneration Committee- Member Life Insurance Corporation of India Nomination & Remuneration Committee- Member Risk Management Committee - Chairperson Thomas Cook (India) Limited Audit Committee - Member Stakeholders Relationship Committee - Member
Listed entities from which the Director has resigned in the past three years	Nil	Nil
In case of appointment of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the explanatory statement annexed to the Postal Ballot Notice	As mentioned in the explanatory statement annexed to the Postal Ballot Notice