Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717
A FAIRFAX Company

Thomas Cook Travel Smooth thomascook.in

March 02, 2021

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 500413

Fax No.: 2272 2037/39/41/61

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

Fax No.: 2659 8237/38

Dear Sir/ Madam,

Ref: Regulation 30 Schedule III Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Subject: Notice of Extraordinary General Meeting of the Company to be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on Friday, March 26, 2021 at 11.00 AM

This has reference to our intimation dated March 01, 2021, wherein it was already informed that an Extraordinary General Meeting of the Company is scheduled to be held on Friday, March 26, 2021 at 11.00 AM through VC or OAVM.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of the Extraordinary General Meeting of the Company, which is also being sent through electronic mode, only to those Members whose email addresses are registered with the Company/ Depository Participant(s) in accordance with applicable provisions of the Companies Act, 2013 and relevant circulars.

This is for your information and records.

Thank you,

Yours faithfully,
For Thomas Cook (India) Limited

AMIT JYOTINDRA PAREKH
Digitally signed by AMIT JYOTINDRA PAREKH
Date: 2021.03.02 20:50:39 +05'30'

Amit J. Parekh
Company Secretary and Compliance Officer

Encl: a/a

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING ("EGM") OF THOMAS COOK (INDIA) LIMITED ('COMPANY') WILL BE HELD ON FRIDAY, 26TH MARCH, 2021 AT 11.00 AM (IST) THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM'), TO TRANSACT THE FOLLOWING BUSINESS

SPECIAL BUSINESS:

Item No. 1

Increase in Authorised Share Capital and consequential amendment to the Capital Clause in the Memorandum of Association of the Company

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT,** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed 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 in accordance with the applicable provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 4,47,93,00,000/- (Rupees Four Hundred and Forty Seven Crore Ninety Three Lakh only) divided into 1,97,93,00,000 (One Hundred Ninety Seven Crore Ninety Three Lakh) equity shares of Re. 1/- (Rupee One only) each and 25,00,00,000 (Twenty Five Crore) preference shares of Rs. 10/- (Rupees Ten only) each to Rs. 6,97,93,00,000/- (Rupees Six Hundred Ninety Seven Crore Ninety Three Lakh only) divided into 1,97,93,00,000 (One Hundred Ninety Seven Crore Ninety Three Lakh) equity shares of Re. 1/- (Rupee One only) each and 50,00,00,000 (Fifty Crore) preference shares of Rs. 10/- (Rupees Ten only) each by creating additional 25,00,00,000 (Twenty Five Crore) Preference Shares of Rs. 10/- (Rupees Ten only) each;

RESOLVED FURTHER THAT, the Capital Clause (Clause V) of the Memorandum of Association of the Company accordingly be and is hereby substituted with the following Clause V:

V. The Authorised Share Capital of the Company is Rs. 6,97,93,00,000 /- (Rupees Six Hundred Ninety Seven Crore Ninety Three Lakh only) divided into 1,97,93,00,000 (One Hundred Ninety Seven Crore Ninety Three Lakh) equity shares of Re. 1/- (Rupee One only) each aggregating to Rs. 1,97,93,00,000/- (Rupees One Hundred Ninety Seven Crore Ninety Three Lakh Only) of equity share capital and 50,00,00,000 (Fifty Crore) preference shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 500,00,00,000/- (Rupees Five Hundred Crore Only) of preference share capital.

RESOLVED FURTHER THAT the Board of Directors and/or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

Item No. 2

Preferential Issue of Optionally Convertible Cumulative Redeemable Preference Shares to Fairbridge Capital (Mauritius) Limited on a private placement basis:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

"**RESOLVED THAT,** pursuant to the provisions of Sections 23, 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) 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, to the extent notified and in effect, the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "SEBI LODR"), the Listing Agreements entered into by the Company with the Stock Exchange(s) where the security of the Company are listed, where and if applicable, and subject to such approvals, consents, sanctions, permissions of the concerned regulatory authorities and provisions of other applicable laws, regulations, rules, directions, guidelines including those issued by the Reserve Bank of India ("RBI") and the Securities and Exchange Board of India ("SEBI") and such other concerned regulatory authority(ies), from time to time, to the extent applicable and on such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by such authority(ies) while granting such approvals, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution) to create, offer, issue and allot, on a preferential basis through private placement, at its sole and absolute discretion, upto 45,00,00,000 (Forty Five Crore) Optionally Convertible Cumulative Redeemable Preference Shares ['OCCRPS' / 'Preference Shares'] of Rs. 10/- each, for cash, at par, aggregating upto Rs. 4,50,00,00,000/- (Rupees Four Hundred Fifty Crore only) to Fairbridge Capital (Mauritius) Limited ("Fairbridge"), on the following terms and such other terms and conditions, as may be decided by the Board:

Preference Dividend rate / Redemption premium	All-in-cost of 10.69% including dividend and redemption premium. The recommended annual Dividend is 7% and Redemption premium is 3.69% for the period till redemption
Conversion clause	Preference Shares to be converted into equity shares of the Company at the option of the Company within the period of 18 months from the date of allotment. The conversion price will be determined as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") basis a reference date which shall be 30 days prior to the shareholder meeting held for approval of the preferential allotment of the OCCRPS
Redemption	The preference shares can be redeemed in part or in full ahead of the total tenure. The redemption shall be limited to the amount of subscription amount received in INR
Minimum average maturity period (MAMP)	A MAMP of 5 years will be maintained on all outstanding Preference Shares (i.e. on the balance post the conversion into equity shares, if any)
Total tenure	Up to 7 years, subject to maintenance of the minimum average maturity period of 5 years on all outstanding Preference Shares (i.e. on the balance post the conversion into equity shares, if any)
Purpose of funding	To meet working capital / general corporate purpose requirements of the Company and for investment/ lending to overseas JV/ WOS for the same purpose and other permissible purposes (including any purposes as may be permitted in terms of the specific approval of the Reserve Bank of India, if and where required)
Voting rights	Preference Shares shall carry voting rights in accordance with the

	provisions of Section 47(2) of the Act (including any statutory modifications or re-enactments thereof for the time being in force)
The priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares	Preference Shares shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital
The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	Preference Shares shall in winding up be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets or surplus fund

RESOLVED FURTHER THAT, if the aforesaid proposed transaction(s) is construed as related party transaction(s) under the applicable law(s), then the said transaction(s), be and is/are hereby approved by the members without being required to seek any further consent or approval from members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority to this resolution;

RESOLVED FURTHER THAT, for giving effect to this resolution, the Board is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the authorised representatives in their absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question including, but not limited to, approving PAS-4 along with application form, approving the issue opening and closing, allotment of the said Preference Shares, authorising payment of necessary applicable stamp duty, filings with Registrar of Companies, return of allotment, reporting to RBI and to remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment, and utilization of the issue proceeds of the said Preference Shares, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in regard to such issue and allotment as it may in its discretion deem fit in best interest of the Company."

Item No. 3

Re-appointment of Mr. Nilesh Vikamsey (DIN: 00031213) as Non-Executive Independent Director for a second term of 5 years w.e.f. December 23, 2020 to December 22, 2025

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

"**RESOLVED THAT,** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder ("the Act"), Schedule IV of the Act, Regulation 16 (1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors vide its resolutions dated November 11, 2020, consent of the members be and is hereby accorded to reappoint Mr. Nilesh Vikamsey (DIN: 00031213), who has submitted a declaration of his independence under Section 149 (7) of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, as a Non-Executive Independent Director of the Company for a second term of five consecutive years effective from December 23, 2020 to December 22, 2025 or till such earlier date to conform with the Company's Policy on Corporate Governance;

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Act (including any statutory modification(s) or amendment(s) thereto or substitution(s) or

re-enactment(s) made thereof, for the time being in force), Mr. Nilesh Vikamsey (DIN: 00031213) be paid such fees and remuneration including by way of commission as the Nomination and Remuneration Committee and/or the Board may approve from time to time which shall however be subject to the limits prescribed in the Act from time to time;

RESOLVED FURTHER THAT, any Director and/or the Key Managerial Personnel of the Company be and are hereby severally authorised 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."

Item No. 4

Re-appointment of Mr. Sunil Mathur (DIN: 00013239) as Non-Executive Independent Director for a second term of 5 years w.e.f. December 23, 2020 to December 22, 2025

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

"**RESOLVED THAT,** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder ("the Act"), Schedule IV of the Act, Regulation 16 (1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors vide its resolutions dated November 11, 2020, consent of the members be and is hereby accorded to reappoint Mr. Sunil Mathur (DIN: 00013239), who has submitted a declaration of his independence under Section 149 (7) of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, as a Non-Executive Independent Director of the Company for a second term of five consecutive years effective from December 23, 2020 to December 22, 2025 or till such earlier date to conform with the Company's Policy on Corporate Governance;

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Act (including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof, for the time being in force), Mr. Sunil Mathur (DIN: 00013239), be paid such fees and remuneration including by way of commission as the Nomination and Remuneration Committee and/or the Board may approve from time to time which shall however be subject to the limits prescribed in the Act from time to time;

RESOLVED FURTHER THAT, any Director and/or the Key Managerial Personnel be and are hereby authorised severally to take such steps as may be necessary 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:
Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai – 400 001
CIN : L63040MH1978PLC020717
Phone: +91-22-42427000
Fax: +91-22-223022864
Website: www.thomascook.in
E-mail: sharedept@thomascook.in

By Order of the Board

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

Mumbai
March 1, 2021

NOTES AND INSTRUCTIONS:

1 Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 (collectively referred to as "MCA Circulars") permitted convening the Extraordinary General Meeting ("EGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 and January 15, 2021 ('SEBI Circular') has also granted certain relaxations. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.

2 PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 EGM 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 WILL NOT BE AVAILABLE FOR THE EGM. SINCE THE EGM WILL BE HELD THROUGH VC / OAVM IN ACCORDANCE WITH THE MCA CIRCULARS, PROXY FORM AND ATTENDANCE SLIP ARE NOT ATTACHED TO THIS NOTICE.

3 Statement setting out material facts (Explanatory Statement) pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the EGM as set out in the Notice and relevant details in respect of Item Nos. 1 to 4 pursuant to the provisions of Regulation 26(4), 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) are annexed hereto.

4 Nomination facility for shares is available for members. For members holding shares in physical form, the prescribed format can be obtained from the Company's Registrar and Share Transfer Agent, TSR Darashaw Consultants Private Limited (formerly known as TSR Darashaw Limited) ("TSR Darashaw") , C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400083. For members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.

5 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.

All other documents referred to in the accompanying Notice will also be available for inspection by the members through electronic mode by sending a request for the same to the Company Secretary at sharedept@thomascook.in.

6 Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

7 Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM 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/Authorisation etc., authorising its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to thomascook.scrutinizer@gmail.com with a copy marked to sharedept@thomascook.in.

8 In case of joint holders attending the EGM, the Member 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.

9 Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agent i.e. TSR Darashaw to facilitate better service:

(i) details of Income Tax Permanent Account Number (PAN) in case the same is not registered with the Company

(ii) any change in their address / mandate / bank details

(iii) particulars of their bank account in case the same have not been sent earlier

(iv) updation of specimen signature of holders with the Company and

(v) share certificate(s) held in multiple folio nos. in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.

10 SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN) and complete Bank account details. Accordingly, all the members holding shares in physical form are requested to submit their details of PAN of all the holders along with a photocopy of both sides of the PAN card, duly attested and details of bank account, to the Registrar and Share Transfer Agent of the Company. The members holding shares in electronic form are requested to register their PAN and complete bank details with their respective Depository Participants.

11 As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. 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 consider converting their holdings into dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent, TSR Darashaw Consultants Private Limited (formerly known as TSR Darashaw Limited) 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.pdf

12 As a part of the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held in electronic form and with TSR Darashaw in case the shares are held in physical form.

13 In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of EGM, is being sent only through electronic mode i.e. by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). Members who have not registered their email address with the Company can register the same as follows:-

For receiving all communication from the Company electronically:
a) Members holding shares in physical mode and who have not registered/ updated their email 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://green.tsrdarashaw.com/green/events/login/tk
b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant or visit the link https://green.tsrdarashaw.com/green/events/login/tk
Post successful registration of email address, the Member will get the soft copy of the Notice of EGM.

14 Members may also note that the Notice of EGM is available on the Company's website at www.thomascook.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the Company's Registrar and Transfer Agent at www.tsrdarashaw.com. The Notice of EGM is also available on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) at www.evotingindia.com.

15 Brief resume of Directors seeking re-appointment along with such other details as stipulated under SEBI Listing Regulations, as amended, and Secretarial Standard on General Meetings (SS-2), are provided in the Annexure to the Notice.

16 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 SEBI Listing Regulations, as amended, and MCA Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system during the EGM will be provided by CDSL.

The Members can join the EGM 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 EGM 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 cum Risk Management Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors who are allowed to attend the EGM without restriction on account of first come first served basis.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on Tuesday, March 23, 2021 (9.00 a.m. IST) and ends on Thursday, March 25, 2021 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of March 19, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on “Shareholders” module.

(v) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting".** The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

The remote e-voting period commences on Tuesday, March 23, 2021 (9.00 a.m. IST) and ends on Thursday, March 25, 2021 (5.00 p.m. IST). The e-voting module shall be disabled by CDSL 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 (record date) of Friday, March 19, 2021 only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM. 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 Member, the Member shall not be allowed to change it subsequently or cast vote again.

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) of Parikh & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, March 19, 2021.

Any person, who acquires equity shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may cast their votes by sending request for remote e-voting. The shareholders can send in their request at helpdesk.evoting@cdsl.com and obtain the Login ID and Password. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details /Password" option available on www.evotingindia.com or contact CDSL at 022-23058738/8542/8543.

In case of any queries/grievances pertaining to e-voting, Members may also write to Mr. Amit J. Parekh, Company Secretary and Compliance Officer at the email id: sharedept@thomascook.in. The Chairperson shall, at the EGM, 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 EGM through VC/ OVAM but have not cast their votes by availing the remote e-voting facility.

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

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id**.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Members are encouraged to join the Meeting through Laptops / IPads 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 Members 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. Members who would like to express their views/ask questions during the EGM may register themselves as a speaker by sending their request in advance atleast 7 days prior to EGM mentioning their name, demat account number/folio number, email id, mobile number at sharedept@thomascook.in. The Members who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to the EGM mentioning their name, demat account number/folio number, email id, mobile number at sharedept@thomascook.in.These queries will be replied to by the Company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for the smooth conduct of the EGM.

7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the EGM 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 available during the EGM.

3. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM. If a shareholder has voted both through remote e-voting prior to the meeting and by e-voting during EGM, the vote cast on remote e-voting will be considered and the vote cast during EGM will not be considered.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer at thomascook.scrutinizer@gmail.com and to the Company at the email address viz; sharedept@thomascook.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending EGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and shall make, not later than 48 hours of the conclusion of the EGM , a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or any Director / person duly authorised by the Board who shall countersign the Scrutinizer's Report. The result shall be declared by the Chairperson or a person as authorised by him in writing.

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 CDSL immediately after the declaration of results by the Chairperson 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 and the corporate office.

Registered office:
Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai – 400 001
CIN : L63040MH1978PLC020717
Phone: +91-22-4242 7000
Fax: +91-22-2302 2864
Website: www.thomascook.in
E-mail: sharedept@thomascook.in

By Order of the Board

Amit J. Parekh
Company Secretary and Compliance Officer

ACS-13648

Mumbai
March 1, 2021

STATEMENT SETTING OUT MATERIAL FACTS (EXPLANATORY STATEMENT)

(Pursuant to section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned above of the accompanying Notice dated March 1, 2021:

Item No. 1: Increase in Authorised Share Capital and consequential amendment in Capital Clause of Memorandum of Association of the Company

The present Authorised Share Capital of the Company is comprised of Rs. 1,97,93,00,000/- (Rupees One Hundred Ninety Seven Crore Ninety Three Lakh Only) divided into 1,97,93,00,000 (One Hundred Ninety Seven Crore Ninety Three Lakh) equity shares of Re. 1/- (Rupee One only) each and 25,00,00,000 (Twenty Five Crore) preference shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 4,47,93,00,000/- (Rupees Four Hundred and Forty Seven Crore Ninety Three Lakh only).

In view of the proposed preferential issue of optionally convertible cumulative redeemable preference shares through private placement, resolution set out in Item No. 1 seeks to increase the existing Authorised Share Capital and consequently alter the capital clause of Memorandum of Association from Rs. 4,47,93,00,000/- (Rupees Four Hundred and Forty Seven Crore Ninety Three Lakh only) to Rs. 6,97,93,00,000 /- (Rupees Six Hundred Ninety Seven Crore Ninety Three Lakh only) by the addition of further preference share capital of Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crore only).

Pursuant to Section 13 and 61 of the Act, alteration of Memorandum of Association requires approval of the members of the company by way of passing an ordinary resolution to that effect. Accordingly, approval of the members is sought to increase the authorised share capital as well as consequently alter the capital clause of Memorandum of Association of the Company. A draft copy of the Memorandum of Association depicting above proposed changes 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.

The Board recommends the ordinary resolution set forth in Item No. 1 of the Notice for approval of members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Item No. 2: Preferential Issue of Optionally Convertible Cumulative Redeemable Preference Shares to Fairbridge Capital (Mauritius) Limited on a private placement basis

a) In accordance with Sections 23(1)(b), 42, 55 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (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 accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"),the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "SEBI LODR"), approval of shareholders of the Company by way of special resolution is required to issue any security on a preferential basis through private placement.

b) Your Company proposes to create, issue, offer and allot upto 45,00,00,000 Optionally Convertible Cumulative Redeemable Preference Shares of Rs. 10/- each aggregating upto Rs. 450,00,00,000/- (Rupees Four Hundred and Fifty Crore Only) on a preferential basis through private placement to Fairbridge Capital (Mauritius) Limited (Fairbridge), promoters of the Company (Promoter), wholly-owned subsidiary of Fairfax Financial Holdings Limited, Canada (Fairfax) for cash, to meet its working capital and general corporate requirements and for investment/ lending to overseas JV/ WOS for the same purpose and other permissible purposes (including any purposes as may be permitted in terms of the specific approval of the Reserve Bank of India, if and where required). The issuance shall be subject to the regulatory approvals (including approval from the Reserve Bank of India, if and where required).

c) The Preferential Issue to our Promoter is considered as appropriate since our Promoter believes that there is substantial potential in travel and tourism industry and there is a possibility of a V-shaped recovery in the industry in a couple of years. Further to contain future losses and revive the business operations, our Promoter proposes to infuse further funds in the Company in accordance with the terms mentioned below.

Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014, and Regulation 163(1) of SEBI ICDR Regulations as amended and the terms of the issue:

I. Maximum number of specified securities to be issued, size of the issue and number of preference shares to be issued and nominal value of each share, nature of such shares

45,00,00,000 Optionally Convertible Cumulative Redeemable Preference Shares of face value Rs. 10/- each aggregating to Rs. 450,00,00,000/- (Rupees Four Hundred and Fifty Crore only) issued at price of Rs. 10/- each. Accordingly, the maximum number of specified securities to be issued would be 45,00,00,000 (Forty Five Crore).

The Preference Shares will be Cumulative, Optionally Convertible and Redeemable. Voting rights will be as per Section 47 of the Companies Act, 2013 and rules made thereunder, as amended.

II. Kinds of securities offered and the price at which security is being offered

Optionally Convertible Cumulative Redeemable Preference Shares.
Issue price of Rs. 10/- (Rupees Ten only) per share

III. Objects of the Preferential Issue

To meet working capital / general corporate requirements of the Company and for investment/ lending to overseas JV/ WOS for the same purpose and other permissible purposes (including any purposes as may be permitted in terms of the specific approval of the Reserve Bank of India, if and where required)

IV. The manner of issue of shares

Preferential issue through private placement.

V. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 24 February 2021, being the date 30 days prior to the date of this Extraordinary General Meeting (EGM).

VI. The price at which such shares are proposed to be issued
The Preference Shares are proposed to be issued at par at Rs. 10/- per Preference Share.

VII. The basis on which the price has been arrived at

The equity shares of the face value of Re. 1/- each of the Company ("Equity Share" or "Equity Shares") are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price at which the Equity Shares shall be issued upon conversion of the Preference Shares, is Rs. 47.30 per Equity Share, being higher of the following:

a) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the twenty-six (26) weeks preceding the Relevant Date, i.e. Rs. 39.30 per Equity Share; or

b) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the two (2) weeks preceding the Relevant Date i.e. Rs. 47.30 per Equity Share.

The pricing of the Equity Shares to be allotted on preferential basis upon conversion of the Preference Shares, is Rs. 47.30 per Equity Share which is not lower than the floor price determined in the manner set out above.

VIII. Terms of issue, including terms and rate of dividend on each share, etc.

The Preference Shares are proposed to be issued for a period not exceeding 7 years from the date of allotment. The preference shares can be redeemed in part or in full ahead of the total tenure. The redemption shall be limited to the amount of subscription amount received in INR. The Preference Shares shall carry an all-in-cost of 10.69% including dividend and redemption premium. The recommended annual Dividend is 7% (i.e. Re. 0.70 per Preference Share of Rs. 10/- each) and Redemption premium is 3.69% for the period till redemption. Further, redemption will be done such that the minimum average maturity period of 5 years will be maintained on all outstanding Preference Shares (i.e. on the balance post the conversion into equity shares, if any).

IX. The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion

The said Preference Shares shall be convertible at the option of the Company within a period of 18 months from the date of allotment at a price determined as per SEBI ICDR Regulations basis a reference date which shall be 30 days prior to the shareholder meeting held for approval of the preferential allotment of the OCCRPS i.e. 24 February, 2021, the relevant date. The conversion is subject to compliance with all applicable laws/regulations and/or approvals of the regulators, as appropriate.

The preference shares can be redeemed in part or in full ahead of the total tenure. The redemption shall be limited to the amount of subscription amount received in INR.

The Preference Shares are optionally convertible. The Preference Shares shall carry an all-in-cost of 10.69% including dividend and redemption premium. The recommended annual Dividend is 7% (i.e. Re. 0.70 per Preference Share of Rs. 10/- each) and Redemption premium is 3.69% for the period till redemption. Further, redemption will be done such that the minimum average maturity period of 5 years will be maintained on all outstanding Preference Shares (i.e. on the balance post the conversion into equity shares, if any).

X. Manner and modes of redemption

The preference shares can be redeemed in part or in full ahead of the total tenure. The redemption shall be limited to the amount of subscription amount received in INR and the redemption shall be in accordance with the provisions of the Companies Act, 2013 read with relevant rules and applicable SEBI Guidelines / Regulations.

XI. Expected dilution in equity share capital upon conversion of preference shares

The Promoter & Promoter Group currently holds 65.60% of the equity share capital of the Company, while the balance is held by public. Should the option of conversion be exercised in relation to the entire Preference Shares of up to Rs. 450 Crores into equity shares at the conversion price of Rs. 47.30 per share, the resultant Promoter & Promoter Group shareholding would be approximately 72.51% with the balance being held by the Public.

XII. Particulars of the offer including date of passing of Board resolution

The Board of Directors of the Company at its meeting held on 20 February, 2021 approved the issuance of Preference Shares upto 45,00,00,000 number of Preference Shares, on a preferential basis through private placement, for an amount not exceeding Rs. 450 Crores.

XIII. Name and address of valuer who performed valuation

Name: Saffron Capital Advisors Private Limited, SEBI Cat-1 Merchant Banker
Address: 605, Center Point, Sixth Floor, Andheri-Kurla Road, J.B. Nagar, Andheri (East)| Mumbai - 400 059

XIV. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities

The Company proposes to issue Optionally Convertible Cumulative Redeemable Preference Shares at a price of Rs. 10/- per Preference Share to Fairbridge Capital (Mauritius) Limited (Promoter) on a preferential basis through private placement.

The Preference Shares are unsecured and do not carry any charge on the assets of the Company. The Preference Shares are proposed to be issued for a period not exceeding 7 years from the date of allotment. The Preference Shares are convertible at the option of the Company during the first 18 months from the date of allotment, at a price of Rs. 47.30 per share, (subject to compliance with all applicable laws).

The preference shares can be redeemed in part or in full ahead of the total tenure. The redemption shall be limited to the amount of subscription amount received in INR.

The proposed issue is to meet working capital / general corporate requirements of the Company and for investment/ lending to overseas JV/ WOS for the same purpose and other permissible purposes (including any purposes as may be permitted in terms of the specific approval of the Reserve Bank of India, if and where required) subject to applicable laws, rules, regulations, guidelines etc. including approval, consent, permission, etc. of the concerned regulatory authority(ies).

XV. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

The Preference Shares shall be issued to Fairbridge Capital (Mauritius) Limited, the Promoter. It has indicated its intention to subscribe to the Preferential Issue. None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Preference Shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

XVI. Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Preference Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Preference Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

XVII. Principal terms of assets charged as securities

Not applicable

XVIII. Shareholding pattern of the Company before and after the Preferential Issue

Please refer Annexure – A to this Notice for details

XIX. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue

The Preference Shares are proposed to be allotted to Fairbridge Capital (Mauritius) Limited, Promoter of

the Company. Details of shareholding of Fairbridge Capital (Mauritius) Limited in the Company, prior to and after the proposed Preferential Issue, are as under:

	Pre-preferential Issue As on 31 December, 2020		Post-Allotment of Preference Shares pursuant to the Preferential Issue	
	No. of shares	**Percentage holding**	**No. of shares**	**Percentage holding**
Equity shares	24,81,53,725	65.60	24,81,53,725	65.60
Preference shares	0	0.00	45,00,00,000	100.00

Percentage shareholding on account of assuming full conversion:
The current shareholding of the promoter and promoter group is 65.60% which, in the event of conversion of full Preference Shares, is expected to increase to 72.51%, which would be in accordance with the relevant regulations.

Details of ultimate beneficial owners:
As per the information available with the Company, there is no ultimate beneficial owner identified for Fairbridge Capital (Mauritius) Ltd ("FCML"). Hence the Board of directors of FCML has been designated as the Senior Managing Official(s).

There shall be no change in control of the Company pursuant to the aforesaid Preferential Issue. However, the percentage of shareholding and voting rights exercised by Fairbridge will change in accordance with the change in the shareholding pattern, as mentioned hereinbefore.

XX. Lock-in Period

The Preference Shares shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations. The entire pre-Preferential Issue shareholding of Fairbridge shall be locked-in from the Relevant Date up to a period of six months from the date of allotment as specified under Regulation 167(6) of the SEBI ICDR Regulations.

XXI. Undertakings

a) None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.

b) The Company is eligible to make the Preferential Issue to its Promoter under Chapter V of the SEBI ICDR Regulations.

c) As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

d) The Company has no subsisting default in the redemption or in payment of dividend due on any preference shares.

XXII. Auditors' Certificate

The certificate from B S R & Co. LLP, Chartered Accountants, being the Statutory Auditors of the Company, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations is available for inspection by the Members of the Company through electronic mode during the EGM. The request for the same can be sent to the Company Secretary at sharedept@thomascook.in.

XXIII. Relevant date based on which price of the equity shares to be allotted on conversion or exchange of convertible securities shall be calculated

The relevant date based on which price of equity shares to be allotted on the potential conversion of

Preference Shares has been calculated in terms of Regulation 161 of ICDR Regulations and the said date is 24 February, 2021.

xxiv. Other disclosures

a) During the financial year commencing from 1st April, 2020 until the date of Notice of this EGM, the Company has not made any preferential issue of any security.

b) Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue. However, we have obtained a valuation certificate from Saffron Capital Advisors Private Limited, a SEBI Category I Merchant Banker.

c) Neither Fairbridge nor any member of the promoter group of the Company have sold or transferred any Equity Shares during the six months preceding the Relevant Date.

In accordance with the provisions of Sections 23, 42, 55 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Preference Shares to Fairbridge is being sought by way of a special resolution as set out at item no. 2 of the accompanying Notice. The resolution set out at Item No. 2 is subject to approval of the resolution set out at Item No. 1 of the accompanying notice by the shareholders of the Company. Issue of the Preference Shares pursuant to the Preferential Issue would be within the so revised Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

The Equity shareholding pattern of the Company as on 31st December 2020 is as under:

Sr.	Category	Number of	% to Share
1.	Promoter & Promoter Group	24,81,53,725	65.60
2.	Public	12,27,65,642	32.45
3.	Non-Promoter Non-Public	73,56,122	1.95
	Total	**37,82,75,489**	**100.00**

The above proposed transaction(s), if construed as related party transaction(s) under any applicable law(s), then approval of the members for the above proposed resolution will be deemed to be obtained for the said transaction(s) without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Mr. Madhavan Menon, Chairman & Managing Director (DIN: 00008542), Mr. Chandran Ratnaswami, Director (DIN: 00109215) and Mr. Sumit Maheshwari, Director (DIN: 06920646) do not hold, either individually or collectively, 2% or more of the paid-up share capital of the Company. However, they, along with their relatives, may be deemed to be concerned or interested, financially or otherwise, to the extent of shares held, if any, or as nominees of Fairfax Group, and/or having a position as a Director or Key Managerial Personnel in the overseas entity/(ies) belonging to the Fairfax Group, ultimate promoters of the Company. None of the other Directors, Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise in the resolution as set out at Item No. 2 of this Notice save and except to the extent of having shareholding in the Company or having a position of Director/ Key Managerial Personnel in the Company.

Item No. 3:

The Members at the Annual General Meeting held on September 2, 2016, had approved the appointment of Mr. Nilesh Vikamsey (DIN: 00031213), as a Non-Executive Independent Director of the Company for a period of 5 consecutive years commencing from December 23, 2015 up to December 22, 2020.

The aforesaid tenure of Mr. Nilesh Vikamsey (DIN: 00031213) has been completed on December 22, 2020. Based on the evaluation carried out 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 his candidature for the re-appointment as an Non-Executive Independent Director of the Company, the Board of Directors vide resolution dated November 11, 2020 reappointed, subject to the approval of the Members, Mr. Nilesh Vikamsey for a second term of 5 consecutive years with effect from December 23, 2020 up to December 22, 2025 in terms of the applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Ministry of Corporate Affairs notification dated October 22, 2019, Mr. Nilesh Vikamsey has successfully registered his name in the databank maintained by the Indian Institute of Corporate Affairs at Manesar (Haryana), in accordance with the requirements of law.

The Company has received from Mr. Vikamsey (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 he 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 he 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. Mr. Vikamsey is not debarred from holding of office of Director pursuant to any Securities and Exchange Board of India Order or any other such authority.

The Board of Directors, based on the declaration received from Mr. Nilesh Vikamsey, has verified the veracity of such disclosures and confirms that Mr. Nilesh Vikamsey fulfills the conditions of independence specified in the SEBI LODR Regulations and the Companies Act, 2013 and is Independent of the Management.

All the documents referred to at Item No. 3 of the 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 re-appointment of Mr. Vikamsey as Non-Executive Independent Director are also posted on the website of the Company at www.thomascook.in.

The Board is of the opinion that, Mr. Vikamsey possesses requisite skills, experience and knowledge relevant to the Company's business and that it would be of immense benefit to the Company to continue to have his association with the Company as a Non-Executive Independent Director.

As on date of this notice, Mr. Vikamsey does not hold any equity shares in the Company.

Mr. Vikamsey is not related to any of the Directors of the Company.

Except Mr. Vikamsey 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. 3 of the Notice.

Mr. Vikamsey's brief profile and the disclosures pursuant to the Secretarial Standard-2 on General Meetings and Regulation 26(4), and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Annexure – B to the Notice.

Accordingly, considering the significant benefits reaped by the Company from his experience, expertise and mature advice to the business of the Company during his 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 Mr. Nilesh Vikamsey as a Non-Executive Independent Director of the Company for a second term of five consecutive years with effect from December 23, 2020 to December 22, 2025 by way of Special Resolution as set out in Item No. 3 of the accompanying Notice.

Item No. 4:

The Members at the Annual General Meeting held on September 2, 2016, had approved the appointment of Mr. Sunil Mathur (DIN: 00013239), as a Non-Executive Independent Director of the Company for a period of 5 consecutive years commencing from December 23, 2015 up to December 22, 2020.

The aforesaid tenure of Mr. Sunil Mathur (DIN: 00013239) has been completed on December 22, 2020. Based on the evaluation carried out 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 his candidature for the re-appointment as a Non-Executive Independent Director of the Company, the Board of Directors vide resolution dated November 11, 2020 reappointed, subject to the approval of the Members, Mr. Sunil Mathur for a second term of 5 consecutive years with effect from December 23, 2020 up to December 22, 2025 in terms of the applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Ministry of Corporate Affairs notification dated October 22, 2019, Mr. Sunil Mathur has successfully registered his name in the databank maintained by the Indian Institute of Corporate Affairs at Manesar (Haryana), in accordance with the requirements of law.

The Company has received from Mr. Mathur (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 he 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 he 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. Mr. Mathur is not debarred from holding of office of Director pursuant to any Securities and Exchange Board of India Order or any other such authority.

The Board of Directors, based on the declaration received from Mr. Mathur, has verified the veracity of such disclosures and confirms that Mr. Mathur fulfills the conditions of independence specified in the SEBI LODR Regulations and the Companies Act, 2013 and is Independent of the Management.

All the documents referred to at Item No. 4 of the 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 re-appointment of Mr. Mathur as Non-Executive Independent Director are also posted on the website of the Company at www.thomascook.in.

The Board is of the opinion that, Mr. Mathur possesses requisite skills, experience and knowledge relevant to the Company's business and that it would be of immense benefit to the Company to continue to have his association with the Company as a Non-Executive Independent Director.

As on date of this notice, Mr. Mathur does not hold any equity shares in the Company.

Mr. Mathur is not related to any of the Directors of the Company.

Except Mr. Mathur 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.

Mr. Mathur's brief profile and the disclosures pursuant to the Secretarial Standard-2 on General Meetings and Regulation 26(4), and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Annexure – B to the Notice.

Accordingly, considering the significant benefits reaped by the Company from his experience, expertise and mature advice to the business of the Company during his 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 Mr. Sunil Mathur as a Non-Executive Independent Director

of the Company for a second term of five consecutive years with effect from December 23, 2020 to December 22, 2025 by way of Special Resolution as set out in Item No. 4 of the accompanying Notice.

Registered office
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai – 400 001
CIN : L63040MH1978PLC020717
Phone: +91-22-42427000
Fax: +91-22-223022864
Website: www.thomascook.in
E-mail: sharedept@thomascook.in

By Order of the Board

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

Mumbai,
March 1, 2021

ANNEXURE – A TO THE NOTICE

SHAREHOLDING PATTERN OF THE COMPANY
(PRE-ISSUE OF OCCRPS)

THOMAS COOK (INDIA) LIMITED				
Category	**EQUITY**		**PREFERENCE**	
	No. of equity shares	**% of equity Shares**	**No. of Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS)**	**% of OCCRPS**
(A) Promoter and Promoter Group	24,81,53,725	65.60	NA	
Total (A)	**24,81,53,725**	**65.60**		
B) Public Shareholding				
Institutional				
Mutual Fund	4,68,76,325	12.39		
FPI	39,29,652	1.04		
Financial Institutions/Banks	13,419	0.00		
Alternate investment	2,04,263	0.05		
Insurance Companies	7,74,474	0.20		
Sub Total (B1)	**5,17,98,133**	**13.69**		
Non-Institutional	57,04,574	1.51		
Individuals	6,26,58,398	16.56		
Others	99,60,659	2.63		
Sub Total (B2)	**7,83,23,631**	**20.71**		
Total (B1) + (B2)	**13,01,21,764**	**34.40**		
Total (A) + (B)	**37,82,75,489**	**100.00**		

SHAREHOLDING PATTERN OF THE COMPANY
(POST-ISSUE OF OCCRPS)

THOMAS COOK (INDIA) LIMITED				
Category	**EQUITY**		**PREFERENCE**	
	No. of equity shares	**% of equity Shares**	**No. of Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS)**	**% of OCCRPS**
(A) Promoter and Promoter Group	24,81,53,725	65.60	45,00,00,000	100.00
Total (A)	**24,81,53,725**	**65.60**	**45,00,00,000**	**100.00**
B) Public Shareholding				
Institutional				
Mutual Fund	4,68,76,325	12.39	-	-
FPI	39,29,652	1.04	-	-
Financial Institutions/Banks	13,419	0.00	-	-
Alternate investment	2,04,263	0.05	-	-
Insurance Companies	7,74,474	0.20	-	-

Sub Total (B1)	**5,17,98,133**	**13.69**	**-**	**-**
Non-Institutional	57,04,574	1.51	-	-
Individuals	6,26,58,398	16.56	-	-
Others	99,60,659	2.63	-	-
Sub Total (B2)	**7,83,23,631**	**20.71**	**-**	**-**
Total (B1) + (B2)	**13,01,21,764**	**34.40**	**-**	**-**
Total (A) + (B)	**37,82,75,489**	**100.00**	**45,00,00,000**	**100.00**

SHAREHOLDING PATTERN OF THE COMPANY
ASSUMING FAIRBRIDGE CAPITAL (MAURITIUS) LIMITED CHOOSES TO EXERCISE THE OPTION TO CONVERT THE OCCRPS INTO EQUITY SHARES

THOMAS COOK (INDIA) LIMITED							
Category	**EQUITY**					**PREFERENCE**	
	No. of equity Shares	**% of equity Shares**	**No. of equity shares allotted on conversion of OCCRPS**	**Total No of equity shares held post conversion of OCCRPS**	**% of Total Shareholding post conversion of OCCRPS**	**No. of Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS)**	**% of OCCRPS**
(A) Promoter and Promoter Group	24,81,53,725	65.60	9,51,37,421	34,32,91,146	72.51	0	0.00
Total (A)	**24,81,53,725**	**65.60**	**9,51,37,421**	**34,32,91,146**	**72.51**	**0**	**0.00**
B) Public Shareholding							
Institutional							
Mutual Fund	4,68,76,325	12.39	-	4,68,76,325	9.90	-	-
FPI	39,29,652	1.04	-	39,29,652	0.83	-	-
Financial Institutions/Banks	13,419	0.00	-	13,419	0.00	-	-
Alternate investment	2,04,263	0.05	-	2,04,263	0.04	-	-
Insurance Companies	7,74,474	0.20	-	7,74,474	0.16	-	-
Sub Total (B1)	**5,17,98,133**	**13.69**		**5,17,98,133**	**10.94**	**-**	**-**
Non-Institutional	57,04,574	1.51	-	57,04,574	1.20	-	-
Individuals	6,26,58,398	16.56	-	6,26,58,398	13.24	-	-
Others	99,60,659	2.63	-	99,60,659	2.10	-	-
Sub Total (B2)	**7,83,23,631**	**20.71**	**-**	**7,83,23,631**	**16.54**	**-**	**-**
Total (B1) + (B2)	**13,01,21,764**	**34.40**	**-**	**13,01,21,764**	**27.49**	**-**	**-**
Total (A) + (B)	**37,82,75,489**	**100.00**	**9,51,37,421**	**47,34,12,910**	**100.00**	**-**	**-**

ANNEXURE – B TO THE NOTICE

DETAILS OF THE DIRECTORS TO BE RE-APPOINTED

Mr. Nilesh Vikamsey

DIN	00031213
Age	56 years
Qualifications	Chartered Accountant, Diploma in Information System Audit (DISA) of the ICAI, Business Consultancy Studies Course
Experience	Over 35 years
Brief Profile and Expertise	Mr. Nilesh Vikamsey is a Senior Partner at M/s Khimji Kunverji & Co., an 84-year-old Chartered Accountants firm and member firm of HLB International, which is a network of independent professional accounting firms and business advisers. Mr. Vikamsey is the Ex -President of the Institute of Chartered Accountant of India. He is on the Board of a number of companies as mentioned below. Mr. Vikamsey is a member of SEBI's Mutual Funds Advisory Committee MFAC and was the erstwhile Chairman of its Qualified Audit Report Committee (QARC) & member of Committee on Disclosures and Accounting Standards (SCODA), LLP Committee of Ministry of Corporate Affairs (MCA). Mr. Vikamsey was the past Chairman of Federal Bank Ltd and Board member on IRDA, member of committees of MCA, CAG & IRDA. Mr. Vikamsey is Committee member of various organisations like Indo American Chamber of Commerce, Bombay Chartered Accountants' Society (BCAS), The Chamber of Tax Consultants (CTC). He is Trustee in Sayagyi U Ba Khin Memorial Trust (Vipassana International Academy, Igatpuri) & few other educational trusts in Mumbai.
Terms and Conditions of appointment	Mr. Nilesh Vikamsey shall be appointed as Non-Executive Independent Director for a second term of five consecutive years effective from December 23, 2020 to December 22, 2025 or till such earlier date to confirm with Company's policy on Corporate Governance.
Current Remuneration from TCIL	Rs. 31,86,381 for the FY 2019-20
Remuneration Payable by TCIL	Remuneration payable shall include Commission as 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	23 December, 2015
Details of shareholding in the Company	Nil

Relation with other Directors, Manager and KMP's	No relation with any Director, Manager and KMP
No. of board meetings attended during the financial year	6 out of 7 for Financial Year 2020-2021
Directorships of other Boards as on date	IIFL Finance Limited IIFL Wealth Management Limited Navneet Education Limited PNB Housing Finance Limited NSEIT Limited SOTC Travel Limited Nippon Life India Trustee Limited GATI Limited
Memberships/ Chairmanship of Committees of other Boards as on date	**IIFL Finance Limited** Audit Committee – Member Nomination and Remuneration Committee – Member Risk Management Committee- Member CSR Committee – Member IT Strategy Committee - Chairman **IIFL Wealth Management Limited** Audit Committee – Member Nomination and Remuneration Committee – Member CSR Committee – Member Risk Management Committee- Member **Navneet Education Limited** Audit Committee – Member **PNB Housing Finance Limited** Audit Committee – Member Nomination and Remuneration Committee – Chairman **NSEIT Limited** Audit Committee – Member Nomination and Remuneration Committee – Member **SOTC Travel Limited** Nomination and Remuneration Committee – Member **Nippon Life India Trustee Limited** Audit Committee – Member Committee of Directors – Member Committee of Trustees – Member **GATI Limited** Audit Committee – Chairman Investment and Risk Management Committee- Chairman

Mr. Sunil Mathur

DIN	00013239
Age	76 years
Qualifications	B.COM, FCA, ICWA (London) Part I and II
Experience	Over 54 years
Brief Profile and Expertise	Mr. Mathur was the Chairman of Life Insurance Corporation of India (LIC) the largest life insurance company in India from August 2002 to October 2004. His tenure coincided with the opening up of the insurance sector which saw the entry of twelve companies with strong domestic brand joining up with leading international players. Despite intense competition LIC continued to be a dominant player in the market. Post retirement from LIC, the Government of India appointed Mr. Mathur as administrator of the Specified Undertaking of the Unit trust of India (SUUTI), successor to the erstwhile Unit Trust of India, in December 2004 to manage the high return and guaranteed assured return schemes for which Government had provided financial support. Mr. Mathur relinquished charge as administrator in December 2007. Mr. Mathur's performance both as chairman of LIC and SUUTI administrator was appreciated by experts. Corporate Dossier 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). Mr. Mathur has been 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 many leading corporates like ITC Limited, UltraTech Cement Limited, DCM Shriram Industries Limited etc. Mr. Mathur was appointed as Secretary General of Life Insurance Council on 9th May, 2012. He relinquished charge of the Life council on 31st August, 2012. He was also a member of Committee appointed by the Government to look into the issue of Misselling and Intermediary commission in the financial sector in 2014 under Chairmanship of Mr. Sumit Bose. Mr. Mathur was sponsored by USAID for a programme on Housing Finance at the Wharton Business School, Philadelphia in April-May 1992. He also attended a training programme on Globalization, technology and Management of Change conducted by IIM Bangalore in collaboration with Sloan Business School, MIT Boston in May 2007.

Terms and Conditions of appointment	Mr. Sunil Mathur shall be appointed as Non-Executive Independent Director for a second term of five consecutive years effective from December 23, 2020 to December 22, 2025 or till such earlier date to confirm with Company's policy on Corporate Governance.
Current Remuneration from TCIL	Rs. 36,86,381/- for the FY 2019-20
Remuneration Payable by TCIL	Remuneration payable shall include Commission as 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	23 December, 2015
Details of shareholding in the Company	Nil
Relation with other Directors, Manager and KMP's	No relation with any Director, Manager and KMP
No. of meetings attended during the financial year	7 out of 7 for Financial Year 2020-2021
Directorships of other Boards as on date	ITC Limited DCM Shriram Industries Limited Travel Corporation (India) Limited Ultratech Cement Limited NSE investments Limited QRG Enterprises Limited National Collateral Management Services Limited
Memberships/ Chairmanship of Committees of other Boards as on date	**ITC Limited** Audit Committee - Member **DCM Shriram Industries Limited** Audit Committee - Member Nomination And Remuneration Committee - Member **Travel Corporation (India) Limited** Audit Committee - Chairman Nomination And Remuneration Committee - Chairman **Ultratech Cement Limited** Audit Committee - Chairman Stockholders Relation Committee - Chairman **NSE investments Limited** Audit Committee - Member Nomination And Remuneration Committee - Member **QRG Enterprises Limited** Audit Committee - Member Nomination And Remuneration Committee - Member **National Collateral Management Services Limited** Nomination And Remuneration Committee - Member