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

Thomas Cook

August 19, 2026

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

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

Dear Sir/ Madam,

Sub: Notice of the 49th Annual General Meeting of the Company.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith Notice of 49th Annual General Meeting ("AGM") of the Company scheduled to be held on Thursday, September 10, 2026, at 3:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The said Notice forms part of the Integrated Annual Report for the financial year 2025-26 and is also available on the Company's website at https://www.thomascook.in/annual-report.

This is for your information and records.

Thank you.

Yours faithfully,

For **Thomas Cook (India) Limited**

AMIT JYOTINDRA PAREKH

Digitally signed by AMIT JYOTINDRA PAREKH
Date: 2026.08.19 20:50:15 +05'30'

Amit J. Parekh
Company Secretary and Compliance Officer

Encl: a/a

NOTICE

NOTICE is hereby given that the **FORTY NINTH ANNUAL GENERAL MEETING ("AGM")** of the Members of **THOMAS COOK (INDIA) LIMITED** will be held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on Thursday, September 10, 2026, at 3:30 p.m. (IST) to transact the following businesses:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon.**

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

   "**RESOLVED THAT,** the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2026 together with the Reports of the Board of Directors and Statutory Auditors thereon, be and are hereby considered and adopted."

2. **To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2026 together with the Report of the Auditors thereon.**

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

   "**RESOLVED THAT,** the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2026 together with the Report of the Statutory Auditors thereon, be and are hereby considered and adopted."

3. **To declare a dividend on Equity Shares for the Financial Year ended on March 31, 2026.**

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

   "RESOLVED THAT, a dividend at the rate of 50% on Equity share capital i.e. ₹ 0.5 (Rupees Fifty Paise only) per equity share of ₹ 1/- each be declared and paid out of profits available for distribution of Dividend for the Financial Year ended on March 31, 2026, to all the shareholders subject to applicable withholding of taxes wherever necessary."

4. **To re-appoint Mr. Sumit Maheshwari (DIN: 06920646), as a Director of the Company, liable to retire by rotation.**

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

   "**RESOLVED THAT,** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (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 relevant provisions of the Memorandum and Articles of Association of the Company, Mr. Sumit Maheshwari (DIN: 06920646), a Director, who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. **Mr. Chandran Ratnaswami (DIN: 00109215), Director liable to retire by rotation, who does not seek re-appointment.**

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

   "**RESOLVED THAT,** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (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 relevant provisions of the Memorandum and Articles of Association of the Company, Mr. Chandran Ratnaswami (DIN: 00109215), a Director liable to retire by rotation, who does not offer himself for re-appointment, be not re-appointed as a Director of the Company and the vacancy, so caused in the Board of the Company, be not filled up."

6. **To consider and approve payment of commission to Non Executive Independent Directors of the Company for the Financial Year 2025-2026.**

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

   "**RESOLVED THAT,** pursuant to the provisions of Sections 149, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force), and in terms of the recommendation by the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors at their meetings held on May 12, 2026 and subject to such approvals, permissions and sanctions, if any, as applicable, consent of the members of the Company be and is hereby accorded, for payment of remuneration by way of Commission to Non Executive Independent Directors of the Company, of Rs. 17.7 Mn in aggregate, based on the number of days in office, for the Financial Year ended on March 31, 2026, subject to applicable withholding of taxes;

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

7. **To consider and approve variation in terms and conditions of appointment in respect of components of remuneration structure of Mr. Mahesh Iyer (DIN:07560302) as Managing Director and Chief Executive Officer.**

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

"**RESOLVED THAT**, in partial modification of the earlier resolution(s) passed and agreements entered into, pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any reenactment(s) thereof for the time being in force), pursuant to Nomination and Remuneration Policy of the Company, subject to such other consents /permissions as may be necessary, and pursuant to the approval and recommendation of the Nomination and Remuneration Committee vide resolution dated February 23, 2026, Audit Committee and Board of Directors vide resolutions dated March 20, 2026, the consent of the Members be and is hereby accorded for variation in remuneration of Mr. Mahesh Iyer (DIN:07560302), Managing Director and Chief Executive Officer of the Company, for the period commencing from April 1, 2026 upto his residual period i.e. July 4, 2028 on such terms and conditions herein below mentioned and as may be set out in the supplemental service agreement entered into in this regard, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration and / or agreement, or any amendments thereto as may be mutually agreed to between the Board and Mr. Mahesh Iyer, and subject to approval of the Shareholders of the Company and such other approvals of applicable authority(ies), if any, under the applicable law to such appointment/ alteration(s)/ variation(s)/ amendment(s):

Remuneration:

a) Base / Basic Salary: Rs. 11,250,000/- (Rupees One Crore Twelve Lakhs Fifty Thousand Only) per annum, which shall however be subject to such annual increments as the Nomination and Remuneration Committee and/or the Board may determine and approve, from time to time.

b) Miscellaneous Allowance: Rs. 7,157,438/- (Rupees Seventy-One Lakhs Fifty-Seven Thousand Four Hundred and Thirty-Eight Only) per annum, which shall however be subject to such annual increments as the Nomination and Remuneration Committee and/or the Board of Directors may determine and approve, from time to time.

c) Performance Bonus: Bonus would be as the Committee and/ or the Board may in its absolute discretion determine and approve, linked to Mr. Iyer's performance as Managing Director and Chief Executive Officer.

d) Perquisites: In addition to salary, miscellaneous allowance and performance bonus, Mr. Iyer shall be entitled to the following perquisites as per the rules of the Company, which will be subject to such annual increments as the Nomination and Remuneration Committee and/or the Board of Directors may determine and approve, from time to time:

   i. Housing: House Rent Allowance (H.R.A.) of Rs. 8,511,337/- (Rupees Eighty Five Lakhs Eleven Thousand Three Hundred and Thirty-Seven Only) per annum or Company provided/ leased accommodation. In case of Company provided / leased accommodation, the Company shall bear all rental costs, security deposit and local taxes, subject to such rentals, notional interest cost on the security deposit and taxes aggregating to Rs. 8,511,337/- (Rupees Eighty Five Lakhs Eleven Thousand Three Hundred and Thirty-Seven Only) per annum. The provision of residential accommodation by the Company to Mr. Iyer is however conditional upon his continuing in employment with the Company as Managing Director and Chief Executive Officer and the use and occupation of the same by Mr. Iyer shall cease immediately upon his ceasing to be in the employment of the Company as Managing Director and Chief Executive Officer for any reason whatsoever. Further, it will be subject to such annual increments as the Nomination and Remuneration Committee and/ or the Board of Directors may determine and approve, from time to time;

   ii. Car/Conveyance Allowance: Mr. Iyer and his family shall be entitled to car/ conveyance allowance of Rs. 5,010,000/- (Rupees Fifty Lakhs Ten Thousand Only) per annum or the use of a suitable air-conditioned car and all expenses for the maintenance, running and upkeep of such car, subject to such annual increments as the Nomination and Remuneration Committee and/ or the Board of Directors may determine and approve, from time to time. The Company shall bear all maintenance/ insurance/other costs which will be a reimbursement of actual expenses incurred towards the use of the vehicle.

iii. Telephone: Mr. Iyer shall be entitled to the Mobile Telephone Allowance not exceeding Rs. 240,000/- (Rupees Two Lakhs Forty Thousand Only) per annum the rent, call charges (including payments for local calls and long-distance official calls) and all other outgoings (excluding personal long distance calls) in respect thereof being paid by the Company;

iv. Meal Allowance: Mr. Iyer shall be entitled to Rs. 105,600/- (Rupees One Lakh Five Thousand and Six Hundred Only) per annum, as per Company policy;

v. Child Education Allowance: Mr. Iyer shall be entitled to Rs. 72,000/- (Rupees Seventy-Two Thousand Only) per annum, as per Company policy;

vi. Medical Hospitalization Insurance: a suitable medical insurance policy, covering hospitalization of Mr. Iyer and his family, whilst Mr. Iyer is in the employment of the Company;

vii. Personal Accident and Term Life Insurance: a suitable insurance plan for Mr. Iyer;

viii. Health Check Up: The Company shall bear the cost of an Annual Comprehensive Health checkup for Mr. Iyer;

e) Any other benefit /perquisite as may be determined by the Nomination and Remuneration Committee and/ or the Board of Directors at its discretion from time to time.

f) Retirement Benefits: Company's contribution to Provident Fund as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 as per Company's policy, and Superannuation as per Company's policy, and Gratuity payable as per the rules of the Company for the time being in force. The value of such benefits shall not be included in the computation of the ceiling on the remuneration or perquisites aforesaid, to the extent these are not taxable under the Income-tax Act, 1961 / Income Tax Act, 2025.

g) The expression "family" used in the Agreement, shall mean Mr. Iyer's spouse and dependent children as determined by the Company from time to time.

h) Income-Tax, if any, on or in respect of the entire remuneration payable to Mr. Iyer shall be borne and paid by him.

i) Annual Leave: Mr. Iyer will be entitled to Annual Leave of 30 days, inclusive of Casual Leave and Sick Leave. Administration of this Leave will be in accordance with the Rules and Regulations of the Company for the time being in force.

j) All the aforementioned remuneration components payable to Mr. Iyer shall be subject to such revision or adjustments as per the extant Income Tax law, Rules and Regulations.

Other terms (in brief):

1. Notwithstanding anything herein contained, it is expressly agreed and understood that:

   a. The total remuneration and perquisites payable by the Company to Mr. Iyer, including salary, miscellaneous allowance, performance bonus and perquisites as aforesaid shall be subject to, the overall ceiling on managerial remuneration prescribed in the Act, unless otherwise approved by the shareholders of the Company and any other applicable authorities, as may be applicable in this regard. The audited accounts of the Company shall be final and conclusive with regard to the determination of the Company's net profits computed in the manner prescribed under the Act;

   b. Where in any financial year during the tenure of Mr. Iyer's employment as a Managing Director and Chief Executive Officer, the Company has no profits or its profits are inadequate, the aforesaid remuneration (consisting of all his fixed and variable pay but not stock options) payable by the Company to Mr. Iyer shall be paid as "minimum remuneration", subject to approval by the Members of the Company;

   c. The Board of Directors may increase, augment and / or enhance or vary the remuneration agreed to be paid from time to time to Mr. Iyer subject to and in accordance with the applicable provisions of the Act and/or the Guidelines for Managerial Remuneration, or approval issued, if so required, by other appropriate authority in that behalf as in force and as amended from time to time.

2. Notwithstanding anything to the contrary herein contained:

   a. The Company shall be entitled to terminate his Agreement at any time by giving Mr. Iyer not less than 12 (twelve) months' notice in writing in that regard, without assigning any reason thereto, or upon payment to Mr. Iyer of the gross salary payable to him for a period of 12 (twelve) months in lieu of such notice. Computation of gross salary will include all components of Mr. Iyer's remuneration package including perquisites but shall not include stock options and any form of variable pay like bonus / commission.

b. Mr. Iyer shall be entitled to terminate his Agreement at any time by giving to the Company not less than 12 (twelve) months' notice in writing in that regard, without assigning any reason to the Company.

3. The Company may, if it considers necessary for the protection of its business interests, trade secrets and confidential information, require of Mr. Iyer that he shall not, for a period of 12 (twelve) months from the termination of his Agreement, either directly or indirectly, and whether alone or in conjunction with or on behalf of any other person, and whether as a principal, shareholder, director, employee, agent, consultant, partner or otherwise, and whether for or without remuneration, be in any manner engaged, concerned or interested in or have any business dealings with any other person, organization or a company carrying on or engaged in business which is the same as or similar to the business in which the Company is engaged in. Mr. Iyer hereby agrees and undertakes to comply strictly with the Company's aforesaid requirement and in consideration of him doing so, the Company shall pay to Mr. Iyer during the said period, compensation equal to his last drawn salary every month for a period of 12 (twelve) months.

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

   "Last drawn salary" will include all components of his remuneration package including perquisites but shall not include stock options and any form of variable pay like bonus/ commission.

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

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

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

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

Except as mentioned above, all the other terms and conditions of appointment and remuneration remains the same.

RESOLVED FURTHER THAT, where, in any financial year during the tenure of Mr. Iyer's employment as a Managing Director and Chief Executive Officer with the Company, the Company has no profits or its profits are inadequate, the aforesaid remuneration (consisting of all his fixed and variable pay but not stock options) payable by the Company to Mr. Iyer shall be paid as "minimum remuneration", subject to approval by the Members of the Company;

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

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

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

Date: May 12, 2026

By Order of the Board of Directors of
Thomas Cook (India) Limited

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

NOTES AND INSTRUCTIONS:

1. **Virtual Meeting**: The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 on September 22, 2025 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) until further notice. In compliance with the aforesaid MCA Circulars and Securities and Exchange Board of India (SEBI) Circulars and the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or amendments thereto or re-enactments or substitutions made thereof, for the time being in force), and the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Forty Ninth AGM of the Company shall be conducted through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. National Securities Depository Limited (NSDL) will be providing facilities in respect of:

   a) voting through remote e-voting;

   b) participation in the AGM through VC/OAVM facility;

   c) e-voting during the AGM

   The procedure for participating in the meeting through VC/OAVM is explained at Note No. 25 below and is also available on the website of the Company at https://www.thomascook.in/

2. As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from 13th December, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC/OAVM, the requirement to provide facility for appointment of Proxy by the Members is not applicable. Hence, the Proxy Form and Attendance Slip, including Route Map are not annexed to this Notice.

3. Mr. Chandran Ratnaswami (DIN: 00109215), retires by rotation at the ensuing Annual General Meeting in terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company. Mr. Ratnaswami has expressed his unwillingness to seek re-appointment and accordingly does not offer himself for re-appointment and the vacancy so caused in the Board of the Company, be not filled up.

   Mr. Sumit Maheshwari (DIN: 06920646), retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Mr. Sumit Maheshwari is not debarred from holding of Office of Director pursuant to any Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India Order or any other such authority. Mr. Maheshwari is interested in the Ordinary Resolution as set out at Item No. 4 of the Notice with regards to continuation of his directorship.

   Save and except Mr. Sumit Maheshwari , none of the other Director(s) / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set - out under Item No. 4 and Special Business set-out under Item No. 5 of the Notice.

4. Authorised Representative: Institutional / Corporate Members are entitled to appoint authorized representatives to attend, participate at the AGM through VC/OAVM and cast their votes through e-voting. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at thomascook.scrutinizer@gmail.com with a copy marked to share@thomascook.in.

5. In case of joint holders attending the AGM, the Members whose name appear as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote.

6. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 as well as the Register of Contracts or Arrangements in which 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 share@thomascook.in.

7. All the documents referred to in the accompanying Notice and the Explanatory Statement will also be available for inspection by the Members through electronic mode from the date of circulation of this Notice up to the date of the AGM. The request for the same can be sent to the Company Secretary at share@thomascook.in.

8. In line with the MCA Circulars and SEBI Circulars, Notice of the 49th AGM along with the Integrated Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar & Share Transfer Agent. Physical copy of the Notice of the 49th AGM along with Integrated Annual Report for the FY 2025-26 shall be sent to those Members who request for the same at share@thomascook.in mentioning their names, Folio Number/DP ID and Client ID. Members may note that the Notice and Integrated Annual Report 2025-26 will also be available on the Company's website at https://www.thomascook.in/annual-report, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

9. Registration of e-mail addresses permanently with the Company/Depository Participants: To support the Green Initiative, Members are requested to register their e-mail addresses with their concerned Depository Participants (DPs), in respect of electronic holding and with the Company's RTA, M/s. MUFG Intime India Private Limited [Erstwhile M/s. Link Intime India Private Limited ("MUFG / RTA")], in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/ the Company's RTA, M/s. MUFG Intime India Private Limited for all future communications.

Process for registering e-mail addresses

(i) One time registration of e-mail address with RTA for receiving the Annual Report 2025-26 and to cast votes electronically: The Company has made special arrangements with RTA for registration of e-mail address of those Members (holding shares either in electronic or physical form) who wish to receive the Annual Report for FY 2025-26 and cast votes electronically.

(ii) Process to be followed for one time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:

a) Visit the link: https://web.in.mpms.mufg.com/Email-Reg/Email_Register.html

b) Select the name of the Company from dropdown: Thomas Cook (India) Limited

c) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form) / Folio No. and Certificate No. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail id.

d) System will send One Time Password (OTP) on mobile no. and e-mail address.

e) Enter OTP received on mobile no. and e-mail ID and submit.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report including Annual Accounts for FY 2025-26 along with the e-voting user ID and password. In case of any queries, Members may write to evoting@nsdl.com

10. Updation of PAN and other details: SEBI, vide its Circular dated November 3, 2021 and December 14, 2021, has made it mandatory for holders of physical securities to furnish PAN, KYC (i.e., postal address with pin code, e-mail address, mobile number, bank account details) and Nomination details to avail any investor related services. Folios wherein any one of the above-mentioned details are not registered shall be frozen. The concerned Members are therefore urged to furnish PAN, KYC (i.e. postal address with pin code, e-mail address, mobile number, bank account details) and Nomination details by submitting a duly filled-in and signed Form ISR-1 through e-mail from their registered e-mail id to kyc1@in.mpms.mufg.com or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to our RTA, M/s. MUFG Intime India Private Limited at C-101, 1st Floor, Embassy 247, Lal Bahadur Shashtri Marg, Vikhroli (W), Mumbai, Maharashtra, 400 083. The format of Form ISR-1 is available on the website of the Company at https://www.thomascook.in/shareholder-forms

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at kyc1@in.mpms.mufg.com in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

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

11. SEBI mandate on issuance of securities only in DEMAT mode: Regulation 40 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular dated 25th January, 2022, has clarified that listed companies, with immediate effect, shall issue securities only in demat mode while processing any investor service requests including transmission, issuance of duplicate shares, deletion of name, exchange of shares, etc. In view of this as also 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 to demat mode.

12. Nomination facility: The Nomination facility is made available for Members holding shares in physical form. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the website of the Company at https://www.thomascook.in/shareholder-forms. Members are requested to submit the requisite form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio number. Further Members can also get the prescribed format from the Company's Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited [Erstwhile M/s. Link Intime India Private Limited], C-101, 1st Floor, Embassy 247, Lal Bahadur Shashtri Marg, Vikhroli (W), Mumbai, Maharashtra, 400 083.

13. **Information relating to unpaid or unclaimed dividends (Investor Education and Protection Fund):** As per Sections 124 and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, dividends which remain unpaid or unclaimed by the shareholder for a period of 7 (seven) consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF). Further, the said provisions mandate companies to transfer the shares of shareholders whose dividends remain unpaid or unclaimed for a period of 7 (seven) consecutive years, to the demat account of IEPF Authority.

14. The detailed dividend history with due dates for transfer to IEPF and shareholder wise details of the unpaid or unclaimed amounts lying with the Company as on 31st March, 2026 are available on the website of the Company at https://www.thomascook.in/unclaimed-dividend.

15. Members are requested to access the above link to check if any unpaid or unclaimed dividends are lying with the Company against their holdings. Members are then requested to contact the Share Department of the Company / Company's RTA for encashing their unclaimed dividends, if any.

16. Members are requested to note that no claim shall lie against the Company in respect of any shares / dividend amounts so transferred to the IEPF Authority. Members whose dividends and or shares are already transferred to the IEPF Authority can claim their dividends and or shares from the IEPF Authority by following the Refund Procedure as detailed on the IEPF website at https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html.

17. Dividend related Information:

Dividend - Key Dates:

Cut-off Date (for determining the Members eligible for dividend)	Thursday, August 27, 2026
Date of Payment	On and from Wednesday, September 23, 2026

Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and or bank mandate to their DPs only, as the Company or its RTA cannot act on any request received directly on the same.

Note: As per SEBI requirements, effective 1st April, 2024, Companies are allowed to make dividend payments only in electronic mode. Hence, it is reiterated that Members, whose folios are not updated with PAN, KYC details or Choice of Nomination, are requested to update the above details by submitting the relevant ISR Forms before the cut-off date to ensure timely credit of dividends.

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

19. Procedure for remote e-voting and e-voting during the AGM: Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable Circulars, the Company is pleased to provide to its Members with the facility to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with NSDL, as the authorized agency for facilitating voting through electronic means. The facility of casting votes by Members using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

20. The remote e-voting period commences on Monday, September 7, 2026 (9.00 a.m. IST) and ends on Wednesday, September 9, 2026 (5.00 p.m. IST). The e-voting module shall be disabled by NSDL for voting thereafter. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date - Thursday, September 3, 2026 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently or cast vote again.

21. The Board of Directors has appointed Mr. P. N. Parikh (FCS 327, CP No. 1228) or failing him, Mr. Mitesh Dhabliwala (FCS 8331, CP No. 9511) or failing him, Ms. Sarvari Shah (FCS 9697, CP No. 11717) of M/s. Parikh & Associates, Practicing Company Secretaries as the Scrutinizers, to scrutinize the entire e-voting process in a fair and transparent manner.

22. 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., Thursday, September 3, 2026.

23. The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM; however, they shall not be eligible to vote at the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at https://www.evoting.nsdl.com.

24. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "e-voting" for all those Members who are present at the AGM through VC/OAVM but have not cast their votes earlier by availing the remote e-voting facility.

25. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:**

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
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 use 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

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

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

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password,' you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password?'

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password.'

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

   b) "**Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting."

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the 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.

(i) 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, Senior Manager, NSDL at evoting@nsdl.com who will also address the grievances connected with the voting by electronic means.

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 share@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 share@thomascook.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1(A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 Members on 'first come first served' basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors who are allowed to attend the AGM without restriction on account of 'first come first served' basis.
2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
4. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
5. Members are encouraged to join the Meeting through Laptops for better experience.
6. Further, Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
8. The members can join the AGM through VC/OAVM facility, Fifteen (15) minutes before the scheduled time of commencement of the AGM and the facility shall be kept open through-out the proceedings of the AGM.

9. Speaker Registration - Procedure to raise questions or seek clarifications with respect to Annual Report: Members who would like to express their views/ or ask questions may register themselves as a speaker by sending the request along with their queries at least five (5) days in advance by mentioning their name, demat account number/folio number, email id, mobile number at share@thomascook.in.Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers, depending on the availability of time for the AGM. Members who do not wish to speak during the AGM but have queries related to financial statements or other, may send their queries at least five (5) days in advance before AGM by mentioning their name, demat account number/folio number, PAN, mobile number at share@thomascook.in. These queries will be replied to by the Company suitably by email.

10. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing. The results will be announced within the time stipulated under the applicable laws.

11. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.thomascook.in and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

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

Date: May 12, 2026

By Order of the Board of Directors of
Thomas Cook (India) Limited

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

Additional Information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Statement setting out material facts (Explanatory Statement) pursuant to Section 102 of the Companies Act, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013 read with the SS-2 on General Meetings issued by the ICSI and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following explanatory statement and annexures thereto setting - out all material facts relating to Special Business as set - out at Item No. 5, 6 and 7 of the accompanying Notice, should be taken as forming part of this Notice.

Item No. 5

TO RESOLVE NOT TO RE-APPOINT AND NOT FILL THE VACANCY CAUSED DUE TO RETIREMENT BY ROTATION OF MR. CHANDRAN RATNASWAMI (DIN: 00109215), NON-EXECUTIVE DIRECTOR OF THE COMPANY:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, at least two-thirds of the total number of directors (excluding independent directors), shall be liable to retire by rotation, out of which at least one-third of the total number of such directors shall retire at every Annual General Meeting. In compliance with this requirement, Mr. Chandran Ratnaswami (DIN: 00109215), Non-Executive Director of the Company, is due to retire by rotation at the ensuing Annual General Meeting. While eligible for re-appointment, Mr. Chandran Ratnaswami has conveyed his desire not to seek reappointment

Mr. Chandran Ratnaswami has been on the Board of the Company since August 22, 2012. Mr. Ratnaswami has made distinct and immense contribution and played pivotal role for the overall journey and growth of the Company. The Board placed on record its sincere appreciation and recognition of the valuable contribution and services rendered by Mr. Ratnaswami during his tenure on the Board of the Company.

Since after the retirement of Mr. Ratnaswami, the composition of the Board of Directors will be adequate and continue to meet the compliance requirements. Consequently, the Board has expressly resolved not to fill up this vacancy. None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives, are in any way, concerned or interested, whether financially or otherwise, in the Resolution as set out at Item No. 5 of the Notice except as a member to the extent of their shareholding in the Company.

The Board of Directors, therefore, recommends the Resolution as set out at Item No.5 to be passed as Ordinary Resolution by the Members.

Item No. 6

TO CONSIDER AND APPROVE PAYMENT OF COMMISSION TO NON EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-2026:

As per the provisions of Section 149, 197, 198, and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") and Regulation 17(6) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and taking into account the roles and responsibilities of the Directors, it is proposed that the remuneration by way of commission be paid, collectively to all the Non Executive Independent Directors of the Company, for the Financial Year 2025-2026.

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

They also help in bringing independent judgement to bear on Board deliberations and assist in implementing the best corporate governance. Non Executive Independent Directors bring to the Board a wealth of experience, independent judgment, and sectoral expertise, which are vital in ensuring balanced decision-making, safeguarding the interests of all stakeholders, and maintaining compliance with applicable laws and regulations. It is proposed to remunerate them as a recognition of the time, expertise, and professional insight the Non Executive Independent Directors invest in fulfilling their fiduciary duties. Having regard to the above and in order to retain the rich expertise of the Non Executive Directors, the Nomination & Remuneration Committee and the Audit Committee at its meetings held on May 12, 2026, recommended payment of Commission to Non Executive Directors, to the Board thereby ensuring continued engagement of high-caliber professionals on the Board. The Board of Directors at its meeting held on May 12, 2026, accorded their consent for payment of commission to Non Executive Independent Directors subject to member's approval. It may be noted that, Mr. Chandran Ratnaswami (DIN: 00109215), Mr. Sumit Maheshwari (DIN: 06920646) and Mr. Gopalakrishnan Soundarajan (DIN: 05242795) have waived their right / entitlement to commission and sitting fees, hence the proposed commission shall be paid only to Independent Directors of the Company.

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

Sr. No.	Name of Director	Proposed commission for the FY 2025-26 (INR Mn)
1.	*Mr. Pravir Kumar Vohra	0.09
2.	**Mr. Nilesh Vikamsey	2.71
3.	^Mr. Sunil Behari Mathur	2.71
4.	Mrs. Sharmila Abhay Karve	3.72
5.	Mr. Rahul Narain Bhagat	3.72
6.	Mr. Sharad Kumar Saxena	3.72
7.	^^Mr. Gurumoorthy Mahalingam	1.05
	Total NED commission payable	**17.7**

**Mr. Pravir Kumar Vohra (DIN: 00082545), completed his second term of five consecutive years as an Independent Director of the Company and accordingly ceased to be the Director of the Company with effect from the close of business hours of April 9, 2025.*

***Mr. Nilesh Vikamsey (DIN: 00031213), completed his second term of five consecutive years as an Independent Director of the Company and accordingly ceased to be the Director of the Company with effect from the close of business hours of December 22, 2025.*

^Mr. Sunil Mathur (DIN: 00013239), completed his second term of five consecutive years as an Independent Director of the Company and accordingly ceased to be the Director of the Company with effect from the close of business hours of December 22, 2025.

^^ Mr. Gurumoorthy Mahalingam (DIN: 09660723) was appointed as Non-Executive Independent Director for first term of 5 (five) consecutive years commencing from December 19, 2025 up to December 18, 2030

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

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

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

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

Save and except Mr. Rahul Narain Bhagat (DIN: 02473708), Mr. Sharad Kumar Saxena (DIN: 08238872), Mrs. Sharmila Abhay Karve (DIN: 05018751), Mr. Gurumoorthy Mahalingam (DIN: 09660723) and their respective relatives, none of the other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in respect of Commission to be paid to the Non Executive Independent Directors as set out at Item No. 6 of this Notice.

Item No. 7

TO CONSIDER AND APPROVE VARIATION IN TERMS AND CONDITIONS OF APPOINTMENT IN RESPECT OF COMPONENTS OF REMUNERATION STRUCTURE OF MR. MAHESH IYER (DIN 07560302) AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

The Nomination & Remuneration Committee and the Board of Directors vide its resolution dated February 3, 2025 revised and approved the remuneration of Mr. Mahesh Iyer (DIN: 07560302) commencing from 1st April, 2025 for a period of three (3) years up to 31st March, 2028 and pay the same amount as minimum remuneration in the event of absence of profits or inadequacy of profits to Mr. Iyer for aforesaid period, on such terms and conditions herein below mentioned and as may be set out in the supplemental service agreement entered into in this regard. The Shareholders had approved the same vide special resolution dated April 17, 2025 through postal Ballot.

It is proposed to revise and realign the various components of Mr. Iyer's remuneration structure, to ensure appropriate internal alignment and presentation of remuneration in line with the new Labour Codes. The proposed modifications are purely structural in nature. This has already been approved by the Nomination and Remuneration Committee at its meeting held on February 23, 2026 and also approved by the Audit Committee and the Board of Directors vide its meetings held on March 20, 2026. The remuneration components shall be subject to such annual increments, as the Nomination and Remuneration Committee shall, in its absolute discretion, deem fit.

Mr. Mahesh Iyer is not debarred from holding of office of Director pursuant to any Securities and Exchange Board of India Order or any other authorities.

The brief terms of remuneration of Mr. Mahesh Iyer as Managing Director and Chief Executive Officer are as set out in the resolution under Item No. 7 of this Notice.

Mr. Iyer is not having any direct or indirect interest or related to the directors or promoters of the Company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of the revision in remuneration, except as a director in the subsidiary companies of Thomas Cook (India) Limited. Mr. Iyer possesses graduate level qualification with expertise and specialized knowledge in the field in which the Company operates.

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

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

As on the date of the Notice, Mr. Iyer holds 389954 equity shares of the Company.

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

Save and except Mr. Mahesh Iyer and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in respect of Item No. 7 of this Notice.

Annexure A

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 (ITEM NO. 6 & 7 OF THE NOTICE)

I. General Information:

A. **Nature of industry –** The Company is into service industry which provides Travel and Travel related Services namely Foreign Exchange, Corporate Travel, Leisure Travel, Value Added Services and Leisure hospitality and resorts business.

B. **Date or expected date of commencement of commercial production –** The Company is carrying on business since its incorporation on October 21, 1978.

C. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus –** Not Applicable

D. **Financial performance based on given indicators – Financial Performance of the Company (Standalone figures)**

(INR Mn)

PARTICULARS	FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026	FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025	FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024
Total Revenue	21,338.0	20,737.1	19,977.0
Profit / (Loss) Before Tax	1,711.4	1,653.1	1,489.1
Net Profit / (Loss) After Tax	1,195.3	1,070.0	966.8
Dividends	209.6	279.3	188.5

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

SR. NO.	NAME OF COMPANY WHERE INVESTED	TYPE OF INVESTMENT	NO. OF SECURITIES	AMOUNT IN INR EQUIVALENT (INR Mn)
1.	Thomas Cook (Mauritius) Holding Company Limited, Mauritius	Equity shares of USD 1/- each	1,655,500	73.2
2.	Thomas Cook Lanka (Private) Limited, Sri Lanka	Equity Shares of SLR 10/- each	10,767,978	42.8
		Optionally Convertible Redeemable Preference share of LKR 10/- each	5,000,000	13.8
3.	Travel Circle International (Mauritius) Limited, Mauritius	Equity shares of USD 1/-each	2,025,000	130.7
		6% Optionally Convertible Redeemable Preference share of USD 1 each	12,049,535	950.0
4.	Horizon Travel Services LLC, USA	Equity shares of USD 100/- each	9,750	62.9
5.	Travel Circle International Limited, Hong Kong	Ordinary shares of HKD 1/- each	59,523,801	501.4

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

II. **Information about the appointees: (With Respect to Item No. 6 & 7):**

Though there is no appointment, the below details are being provided for general information.

Particulars	Mr. Gurumoorthy Mahalingam	Mr. Pravir Kumar Vohra	Mrs. Sharmila Abhay Karve	Mr. Nilesh Vikamsey	Mr. Sunil Behari Mathur	Mr. Rahul Narain Bhagat	Mr. Sharad Kumar Saxena
Background Details	Please refer Annexure B of this Notice						
Past Remuneration (Payment of Commission) INR Mn							
FY 2024-25	--	3.63	3.63	3.63	3.63	2.65	0.56
FY 2023-24	--	3.00	3.00	3.00	3.00	--	--
FY 2022-23	--	0.68	0.68	0.68	0.68	--	--
Recognition or Awards	Please refer Annexure B of this Notice						
Job profile and suitability	The Directors of the Company play an important role in sustainable growth, attaining the overall strategic goals of the Company and ensure adoption of good governance practices. The Independent Directors of your Company bring with them significant professional expertise and rich experience and knowledge across a wide spectrum of functional areas such as business strategy, finance and corporate governance. They actively engage with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company.						
Remuneration proposed	As stated in the Explanatory Statement for Item No. 6 of the accompanying Notice.						
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration for the similar position in the industry, having regard to the size of the companies and profile, knowledge and experience of person, is comparable to the remuneration of the aforementioned Non Executive Directors (Independent Directors).						
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel (or other director), if any	None of the aforesaid have any pecuniary relationship directly or indirectly with the Company, other than remuneration (Sitting fee / Commission) as such director or having transaction not exceeding ten percent of their total income or such amount as may be prescribed, with the Company, its holding, subsidiary or associate companies, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year.						

Particulars	Mr. Mahesh Iyer
Background Details	Mr. Mahesh Iyer, is the Managing Director & Chief Executive Officer and has been with the Company for over 31 years. Prior to his appointment as Managing Director & Chief Executive Officer, he has held multiple roles in the Company including that of Head of Foreign Exchange, Chief Operating Officer and Chief Executive Officer. Mr. Iyer holds direct responsibility for the Company's P&L, strategic planning, operations, nurturing and building key relationships as well as building a sustainable growth oriented organization that maximizes value for all its stakeholders.
Past Gross Remuneration in Rs.	
FY 2025-26	Rs. 96,837,018/-
FY 2024-25	Rs. 58,355,945/-
FY 2023-24	Rs. 81,840, 282/-

Recognition or Awards	An industry veteran recognized as one of India's Top 50 Leaders - 2025 by 'Franchise India'
Job profile and suitability	Mr. Iyer holds direct responsibility for the company's P&L, strategic planning, operations, nurturing and building key relationships as well as building a sustainable growth oriented organization that maximizes value for all its stakeholders.
Remuneration proposed	As stated in the Explanatory Statement for Item No. 7 of the accompanying Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration for the similar position in the industry, having regard to the size of the companies and profile, knowledge and experience of person, is comparable to the proposed payment of Mr. Iyer. It is proposed to revise and realign the various components of Mr. Iyer's remuneration structure, to ensure appropriate internal alignment and presentation of remuneration in line with the new Labour Codes. The proposed modifications are purely structural in nature.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel (or other director), if any	Save and except for receipt of remuneration, there are no other pecuniary relationships or transactions with the company or relation with the managirial personnel or other director.

III. Other Information:

a. **Reasons of loss or inadequate profits -** While the Company earned a standalone Profit Before Tax of Rs. 1,711.4 Mn for FY 2025-26, the profit considered for the purpose of computing commission payable to Non-Executive Directors is required to be determined in accordance with Sections 197 and 198 of the Companies Act, 2013. In computing profits under Section 198, prescribed adjustments, including accumulated losses (due to Covid pandemic) of earlier years, are required to be considered. Accordingly, the profit available for managerial remuneration works out to Rs. 1,389.7 Mn and the resulting commission entitlement is considered inadequate. Therefore, pursuant to Schedule V of the Act, the Company proposes paying commission to its Independent Directors based on the Company's effective capital.

b. **Steps taken or proposed to be taken for improvement -** The key focus for the Group during the last year was to increase the efficiencies, control costs and emerge strong on the back of evaluated measures and steps which would help it safeguard broader level interests of the Company and its associated partners and stakeholders. The Company took several decisive actions and executed strategies around safety, cost rationalization, customer focus, innovation, enhanced use of technology etc. These comprehensive efforts have enabled us to earn a profit for FY 2025-26 and the Company is expecting to derive benefits of these steps in coming years.

c. **Expected Increase in productivity and profits in measurable terms -** The transformational changes carried out in the Group led by innovation, automation and customer centricity assisted us in achieving a recovery in sales and business results in the financial year 2025-26. It is expected that the Company will sustain its profits in future years.

IV. Disclosures:

Disclosures as required in the Board of Directors' Report under the heading 'Corporate Governance,' to be included in the Annual Report for the financial year 2025-26: The requisite details of remuneration of all the Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2025-26 of the Company.

Annexure B

Additional Information with respect to Item Nos. 4, 5, 6 and 7

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	Mr. Mahesh Iyer	Mr.Chandran Ratnaswami	Mr. Sumit Maheshwari	Mr. Gurumoorthy Mahalingam
DIN	07560302	00109215	06920646	09660723
Age	54 years	77 years	43 years	69 Years
Qualifications	Mr. Mahesh Iyer holds a Master's degree in Marketing Management from JBIMS (Mumbai) and has successfully completed a Business Management degree from IIM-Calcutta.	Mr. Chandran Ratnaswami holds a Bachelor's degree in Technology (Civil Engineering) from IIT Madras, India and an MBA from the University of Toronto, Canada	Mr. Sumit Maheshwari is a qualified Chartered Accountant, completed a Post Graduate Program in Management from the Indian School of Business, Hyderabad, and holds Bachelor of Commerce and Master of Commerce degrees from the University of Mumbai.	Mr. Gurumoorthy 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 31 years	Over 54 years	Over 19 Years	Over 40 Years
Brief Profile and Expertise including nature of expertise in specific functional areas	Mr. Mahesh Iyer, is the Managing Director & Chief Executive Officer and has been with the company for 31 years. Prior to his appointment as Managing Director & Chief Executive Officer, he has held multiple roles in the Company including that of Head of Foreign Exchange, Chief Operating Officer and Chief Executive Officer. Mr. Iyer holds direct responsibility for the Company's P&L, strategic planning, operations, nurturing and building key relationships as well as building a sustainable growth oriented organization that maximizes value for all its stakeholders.	Mr. Chandran Ratnaswami is Senior Managing Director of Hamblin Watsa Investment Counsel Ltd., (Hamblin Watsa), a wholly-owned subsidiary of Fairfax Financial Holdings Limited (Fairfax) that serves as the investment manager for Fairfax, the property and casualty insurance and reinsurance operations, life insurance and run-off companies and Fairfax India Holdings Corporation (Fairfax India) and currently manages approximately $ 77 billion of assets. At Hamblin Watsa, he is responsible for all Fairfax and subsidiary investments in Asia. He is also the Executive Vice Chairman and Director of Fairfax India, a company listed on the Toronto Stock Exchange.	Mr. Sumit Maheshwari joined Fairbridge Capital in 2011 and has been the Managing Director of Fairbridge Capital since May 2018. His key responsibilities include sourcing, evaluating, negotiating, executing and exiting investment opportunities. He is also responsible for monitoring the portfolio companies. Mr. Maheshwari has been closely involved in the investments of Bangalore Airport, Sanmar Group, CSB Bank, Fairchem Organics, Seven Islands Shipping, Thomas Cook, Quess Corp, Sterling Holiday amongst others. He also serves on the Board of Directors of many of Fairfax's portfolio companies.	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).

Name	Mr. Mahesh Iyer	Mr.Chandran Ratnaswami	Mr. Sumit Maheshwari	Mr. Gurumoorthy Mahalingam
	Mr. Iyer holds a Master's degree in Marketing Management from JBIMS (Mumbai) and has successfully completed a Business Management degree from IIM-Calcutta.	Mr. Ratnaswami serves on the Boards, Bangalore International Airport Limited, Sanmar Chemical Enterprises Limited, Go Digit Infoworks Services Private Limited, Fairbridge Capital Private Limited, Quess Corp Limited, Thai Reinsurance Public Company Limited in Thailand, amongst others. Mr. Ratnaswami joined the Board of Thomas Cook (India) Limited with effect from 22nd August, 2012.	Prior to joining Fairbridge Capital, Mr. Maheshwari worked with KPMG in India and UK in their audit and accounting advisory functions. He is a qualified Chartered Accountant, completed a Post Graduate Program in Management from the Indian School of Business, Hyderabad, and holds Bachelor of Commerce and Master of Commerce degrees from the University of Mumbai.	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 misdemeanors. 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	Not applicable	Mr. Ratnaswami is liable to retire by rotation at ensuing Annual General Meeting and he does not offer himself for re-appointment	Mr. Maheshwari will be re-appointed as a Non Executive Director, liable to retire by rotation	Mr. Mahalingam was appointed as Independent Director for a first term of 5 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 Gross Remuneration	Past Gross Remuneration paid to Mr. Mahesh Iyer is INR 96,837,018/- for the financial year ended March 31, 2026	Mr. Chandran Ratnaswami, being Non Executive Director, is eligible to be paid commission and sitting fees depending upon the number of Board and Committees meetings attended but he voluntarily waived his entitlement to his share of commission and sitting fees.	Mr. Sumit Maheshwari, being Non Executive Director, is eligible to be paid commission and sitting fees depending upon the number of Board and Committees meetings attended but he voluntarily waived his entitlement to his share of commission and sitting fees.	Sitting Fees paid to Mr. Gurumoorthy Mahalingam for attending Board / Committee Meetings/ Meeting of Independent Directors for FY 2025 - 26: INR 0.47 Mn

Name	Mr. Mahesh Iyer	Mr.Chandran Ratnaswami	Mr. Sumit Maheshwari	Mr. Gurumoorthy Mahalingam
Gross Remuneration Payable	As stated in resolution pertaining to Item No. 7 of the Notice	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board and Committee meetings attended and reimbursement of expenses incurred for attending the meeting	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board and Committee meetings attended and reimbursement of expenses incurred for attending the meeting	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board and Committee meetings attended and reimbursement of expenses incurred for attending the meeting
Date of first appointment on the Board	May 29, 2018	August 22, 2012	September 27, 2018	December 19, 2025
Details of shareholding including shareholding as a beneficial owner in the Company	389954 Equity Shares as on March 31, 2026	NIL	NIL	NIL
Relation with other Directors, Manager and KMPs	No relation with other Directors, Manager and KMPs of the Company	No relation with other Directors, Manager and KMPs of the Company	No relation with other Directors, Manager and KMPs of the Company	No relation with other Directors, Manager and KMPs of the Company
No. of Board Meetings attended during the financial year 2025-26	7 out of 7 for the Financial Year 2025-26	7 out of 7 for the Financial Year 2025-26	5 out of 7 for the Financial Year 2025-26	1 out of 2 for the Financial Year 2025-26
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2026	➢ SOTC Travel Limited ➢ TC Tours Limited ➢ Travel Corporation (India) Limited ➢ BDC Digiphoto Imaging Solutions Private Limited ➢ TCI-GO Vacation India Private Limited ➢ Thomas Cook (Mauritius) Holding Company Limited ➢ Luxe Asia (Private) Limited ➢ Sita World Travel Lanka (Private) Limited ➢ DEI Holdings Limited ➢ Thomas Cook (Mauritius) Operations Co. Ltd. ➢ Travel Circle International Ltd. (Hong Kong)	➢ Quess Corp Limited ➢ Bangalore International Airport Limited ➢ Sanmar Chemical Enterprises Limited ➢ Fairbridge Capital Private Limited ➢ Go Digit Infoworks Services Private Limited ➢ ThaiRe Group Holdings Public Company Limited ➢ Thai Reinsurance Public Company Limited ➢ ORE Holdings Limited ➢ HWIC Asia Fund ➢ FAL Corporation ➢ Fairfax India Holdings Corporation ➢ Fairbridge Capital (Mauritius) Limited ➢ FIH Mauritius Investments Ltd	➢ Sterling Holiday Resorts Limited ➢ Bangalore International Airport Limited ➢ CSB Bank Limited ➢ Seven Islands Shipping Limited ➢ Anchorage Infrastructure Investments Holdings Limited ➢ Fairchem Organics Limited ➢ National Commodities Management Services Limited ➢ Chemplast Sanmar Limited ➢ Fairbridge Capital Private Limited ➢ Maxop Engineering Company Private Limited ➢ Jaynix Engineering Private Limited	➢ City Union Bank Limited ➢ Care Ratings Limited ➢ Central Depository Services (India) Limited ➢ India International Bullion Exchange IFSC Limited ➢ Life Insurance Corporation of India ➢ DSP Pension Fund Managers Private Limited

Name	Mr. Mahesh Iyer	Mr.Chandran Ratnaswami	Mr. Sumit Maheshwari	Mr. Gurumoorthy Mahalingam
	➢ Horizon Travel Services LLC (USA) ➢ Australian Tours Management Pty Ltd ➢ Private Safaris (Pty) Ltd. (South Africa) ➢ Private Safaris (East Africa) Ltd., Kenya ➢ Kuoni Australia Holding Pty Ltd ➢ Travel Circle International (Mauritius) Limited	➢ FIH Private Investments Ltd ➢ Primary Real Estate Investments ➢ H Investments Limited ➢ I Investments Limited ➢ HW Private Investments Limited ➢ Fairbridge Investments (Mauritius) Limited ➢ Fairfax Consulting Services India Limited ➢ 11470370 Canada Inc. ➢ Chanvima Ltd. ➢ 10955230 Canada Inc. ➢ Hamblin Watsa Investment Counsel Ltd.	➢ Global Aluminum Private Limited ➢ Go Digit Solutions Private Limited ➢ Fairfax India Holdings Corporation ➢ 10955230 Canada Inc.	
Memberships/ Chairmanship of Committees (including Memberships/ Chairmanship of Committees of Board of listed entities) as on March 31, 2026	**Thomas Cook (India) Limited** Sub-Committee of Board of Directors – Chairman Corporate Social Responsibility Committee – Member Stakeholders Relationship Committee – Member Risk Management Committee – Member **Travel Corporation (India) Limited** Sub-Committee of the Board of Directors – Chairman **SOTC Travel Limited** Sub-Committee of the Board of Directors – Chairman Banking Committee - Member	**Thomas Cook (India) Limited** Audit Committee – Member Nomination and Remuneration Committee – Member **PREI Fund** Advisory Committee – Member **Thai Reinsurance Public Company Limited** Investment Committee – Chairman Nomination and Remuneration Committee – Chairman **Quess Corp Limited** Audit Committee – Member **Go Digit Infoworks Services Private Limited** CSR Committee - Member	**Thomas Cook (India) Limited** Audit Committee – Member Corporate Social Responsibility Committee – Member Sub-Committee of the Board of Directors – Member **CSB Bank Limited** Corporate Social Responsibility Committee – Member Nomination and Remuneration Committee – Member NPA Management Committee – Member	**Care Ratings Limited** Audit Committee- Chairman Nomination and Remuneration Committee – Member Rating Sub-Committee – Chairman Strategy and Investment Committee – Member **Central Depository Services (India) Limited** Audit Committee- Member Nomination & Remuneration Committee- Member Member Committee – Chairman Standing Committee on Technology – Member Regulatory Oversight Committee – Member Investment Committee – Chairman

Name	Mr. Mahesh Iyer	Mr.Chandran Ratnaswami	Mr. Sumit Maheshwari	Mr. Gurumoorthy Mahalingam
			Fairchem Organics Limited Risk Management Committee – Member Corporate Social Responsibility Committee – Member Nomination and Remuneration Committee – Member Audit Committee – Member **Bangalore International Airport Limited** Corporate Social Responsibility Committee – Member Management Committee – Member Nomination and Remuneration Committee – Member **Fairbridge Capital Private Limited** Corporate Social Responsibility Committee – Chairman **Jaynix Engineering Private Limited** Corporate Social Responsibility Committee – Member **Maxop Engineering Company Private Limited** Corporate Social Responsibility Committee – Member **Anchorage Infrastructure Investments Holdings Limited** Nomination and Remuneration Committee – Member Audit Committee – Member	**DSP Pension Fund Managers Private Limited** Audit Committee- Chairman Risk Management Committee / Investment Committee – Member **Life Insurance Corporation of India** Nomination & Remuneration Committee- Member Risk Management Committee – Chairman Executive Committee- Member Investment Committee – Member **City Union Bank Limited** Stakeholders Relationship Committee – Member Risk Management Committee – Member Compensation and Remuneration Committee – Member Credit Committee – Chairman ARC Sale Committee – Member Committee of Selection of Insurance Partner – Member Treatment of Wilful Defaulters and Large Defaulters Committee – Member **Thomas Cook (India) Limited:** Audit Committee – Member Stakeholders Relationship Committee – Chairman **India International Bullion Exchange IFSC Limited** Nomination and Remuneration Committee – Chairman Regulatory Oversight Committee – Member Risk Management Committee – Member

Name	Mr. Mahesh Iyer	Mr.Chandran Ratnaswami	Mr. Sumit Maheshwari	Mr. Gurumoorthy Mahalingam
			Sterling Holiday Resorts Limited Corporate Social Responsibility Committee – Member **Global Aluminum Private Limited** Corporate Social Responsibility Committee – Member **National Commodities Management Services Limited** Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Member	
Listed entities from which the Director has resigned in the past three years	Nil	➢ IIFL Finance Limited (formerly known as IIFL Holdings Limited) ➢ Go Digit General Insurance Limited ➢ Chemplast Sanmar Limited	Nil	➢ Infrastructure Leasing and Financial Services Limited
In case of appointment of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Name	Mrs. Sharmila Abhay Karve	Mr. Rahul Narain Bhagat	Mr. Sharad Kumar Saxena
DIN	05018751	02473708	08238872
Age	61 Years	62 Years	63 years
Qualifications	Mrs. Karve is a Chartered Accountant with extensive experience in finance, accounts and audit.	Mr. Bhagat is a BA graduate from St. Stephen's College, Delhi University and holds a Master's Degree in International Affairs from the College of William & Mary, USA.	Mr. Saxena is a gold medallist engineering graduate in Electronics & Telecommunication from Government Engineering College, Jabalpur. He is also a Certified Information System Auditor (CISA) from ISACA, US and a Certified ISO 27001 Implementer and Certified Senior Examiner for Quality Management for the Indian Merchant's Chamber.
Experience	Over 33 years	Over 31 years	Over 31 years

Name	Mrs. Sharmila Abhay Karve	Mr. Rahul Narain Bhagat	Mr. Sharad Kumar Saxena
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, when she retired. Mrs. Karve is currently serving on the Boards of Syngene International Limited, EPL Limited, CSB Bank, Aadhar Housing Finance Limited etc.	Mr. Bhagat is a versatile Consumer Banking professional with close to 3 decades of experience. He is a BA graduate from St. Stephen's College, Delhi University and holds a Master's Degree in International Affairs from the College of William & Mary, USA. Mr. Bhagat began his career as a management trainee at ANZ Grindlays Bank (1989-1997) before joining Bank of America as Vice President (1997-1999). He later joined HDFC Bank where he spent the next 16 years (1999-2015) playing a significant role in building the retail banking business into a dominant market leadership position. As Country Head – Retail Liabilities, Marketing & Direct Banking Channels, Mr. Bhagat reported to the CEO for 10 years and was a member of the Senior Leadership Team. He thereafter partnered Vodafone India Ltd in successfully applying for a Payments Bank license in 2015 and was appointed CEO (designate) of the then proposed Bank. During his extensive banking career, Mr. Bhagat's contribution and leadership has been recognised through invitation to numerous Boards and Committees, including Standing Committee on Retail Banking, Indian Bank's Association; Executive Committee - National Securities Depository Limited; Customer Global Advisory Board, NCR Corp (USA); Global Advisory Board, Diebold Inc (USA). Mr Bhagat has interest in Heritage and Education, having served on the board of The Doon School and is a Founder Director of World Monuments Fund India Association.	Mr. Saxena aged 63 years is a gold medallist engineering graduate in Electronics & Telecommunication from Government Engineering College, Jabalpur. He is also a Certified Information System Auditor (CISA) from ISACA, US and a Certified ISO 27001 Implementer and Certified Senior Examiner for Quality Management for the Indian Merchant's Chamber. Mr. Saxena has more than 30 years of experience and had held almost all the leadership positions in ICICI Bank technology group, like, heading the technology function for Corporate Banking, Commercial Banking, Asset products including Corporate & Retail Loans, International Banking, Credit Cards, Cash Management Services, Payment Systems, Core Banking, Switching, HR, CRM and Compliance & Fraud Management, Head of IT Infrastructure group including Networks and head of Technology Compliance for interfacing all audits and inspections.
Terms and Conditions of appointment or re-appointment	Mrs. Karve was appointed as a Non-Executive Independent Director for a second term of five consecutive years effective from May 29, 2026 to May 28, 2031 in conformity with Company's policy on Corporate Governance.	Mr. Bhagat was appointed as an Independent Director for a first term of five consecutive years effective from July 9, 2024 up to July 8, 2029 in conformity with Company's policy on Corporate Governance.	Mr. Sharad Saxena was appointed as Independent Director for a first term of 5 consecutive years with effect from February 4, 2025 to February 3, 2030 in conformity with Company's policy on Corporate Governance.
Past Gross Remuneration	Commission for the financial year 2024-2025 (paid in financial year 2025-2026) INR *3.63 Mn Sitting Fees paid for attending Board/ Committee Meetings/Meeting of Independent Directors for FY 2025 – 26: INR 1.68 Mn	Commission for the financial year 2024-2025 (paid in financial year 2025-2026) INR *2.65 Mn Sitting Fees paid for attending Board/ Committee Meetings/Meeting of Independent Directors for FY 2025 – 26: INR 2.02 Mn	Commission for the financial year 2024-2025 (paid in financial year 2025-2026) INR *0.56 Mn Sitting Fees paid for attending Board/ Committee Meetings/Meeting of Independent Directors for FY 2025 – 26: INR 1.73 Mn

Name	Mrs. Sharmila Abhay Karve	Mr. Rahul Narain Bhagat	Mr. Sharad Kumar Saxena
Remuneration Payable	Gross Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board and Committee meetings attended and reimbursement of expenses incurred for attending the meeting.	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board and Committee meetings attended and reimbursement of expenses incurred for attending the meeting.	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board and Committee meetings attended and reimbursement of expenses incurred for attending the meeting.
Date of first appointment on the Board	May 29, 2021	July 9, 2024	February 4, 2025
Details of shareholding including shareholding as a beneficial owner in the Company	Nil	Nil	Nil
Relation with other Directors, Manager and KMPs	No relation with other Directors, Manager and KMPs, of the Company	No relation with other Directors, Manager and KMPs, of the Company	No relation with other Directors, Manager and KMPs, of the Company
No. of Board meetings attended during the financial year 2025-26	7 out of 7 for the Financial Year 2025-26	7 out of 7 for the Financial Year 2025-26	7 out of 7 for the Financial Year 2025-26
Directorships of other Boards (including Directorships on the Board of Listed entities) as on March 31, 2026	• EPL Limited • Syngene International Limited • CSB Bank Limited • Aadhar Housing Finance Limited • Vanaz Engineers Limited • Tata Electronics Private Limited • Alpha Alternatives Financial Services Private Limited • Fairfax India Holdings Corporation	• Padmini VNA Mechatronics Limited • ARKA Fincap Limited • SOTC Travel Limited • Sterling Holiday Resorts Limited • ARKA Financial Holdings Private Limited • World Monuments Fund India Association	• CSB Bank Limited • Generali Central India Insurance Company Limited • Generali Central India Life Insurance Company Limited • MAXOP Engineering Company Private Limited
Memberships/ Chairmanship of Committees (including Memberships/ Chairmanship of Committees of Board of listed entities) as on March 31, 2026	**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	**Padmini VNA Mechatronics Limited** Audit Committee – Member CSR Committee – Member **Thomas Cook (India) Limited:** Audit Committee – Member Stakeholders Relationship Committee – Member Nomination and Remuneration Committee - Chairman Corporate Social Responsibility Committee - Chairman **ARKA Financial Holdings Private Limited** Audit Committee – Member Nomination & Remuneration Committee – Member Risk Management Committee – Chairman Committee of Directors - Chairman	**CSB Bank Limited:** Audit Committee – Member Nomination & Remuneration Committee – Chairman **Thomas Cook (India) Limited:** Audit Committee – Member Nomination and Remuneration Committee - Member Stakeholders Relationship Committee – Member Risk Management Committee - Chairman

Name	Mrs. Sharmila Abhay Karve	Mr. Rahul Narain Bhagat	Mr. Sharad Kumar Saxena
	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 Stakeholders Relationship Committee – Member Risk Management Committee - Member **Tata Electronics Private Limited** Audit Committee- Chairperson **Alpha Alternatives Financial Services Private Limited** Nomination and remuneration committee- Member	**Sterling Holiday Resorts Limited** Corporate Social Responsibility Committee – Member **Arka Fincap Ltd** Stakeholders Relationship & Customer Service / Customer Protection Committee - Chairman IT Strategy Committee - Member	**Generali Central India Life Insurance Company Limited** Audit Committee- Chairman Risk Management Committee – Chairman Nomination & Remuneration Committee – Chairman Policyholder Protection, Grievance Redressal and Claims Monitoring Committee – Chairman With Profits Committee – Chairman **Generali Central India Insurance Company Limited** Audit Committee- Chairman Nomination & Remuneration Committee – Chairman
Listed entities from which the Director has resigned in the past three years	Nil	The Director has not resigned from any listed entities in the past three years. However, Mr. Rahul Bhagat has completed his term as an Independent Director, in the following company(ies): Completion of Term as Independent Director on the Board of AGS Transact Technologies Limited on June 6, 2023 and accordingly, ceased to be Independent Director on the Board of AGS Transact Technologies Limited	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	Not Applicable	Not Applicable	Not Applicable

*****Paid in FY2025-26*

Name	#Mr. Sunil Behari Mathur	$Mr. Nilesh Vikamsey	^^Mr. Pravir Kumar Vohra
DIN	00013239	00031213	00082545
Age	81 Years	61 Years	72 Years
Qualifications	Mr. Sunil Mathur is a Chartered Accountant by profession	Mr. Nilesh Vikamsey is a Chartered Accountant, Diploma in Information System Audit (DISA) of the ICAI, Business Consultancy Studies Course of JBIMS with BCAS	Mr. Pravir Kumar Vohra is a postgraduate in Economics from St. Stephen's College, University of Delhi and a Certified Associate of the Indian Institute of Bankers.
Experience	Over 51 Years	About 41 years	Over 46 years
Brief Profile and Expertise including nature of expertise in specific functional areas	Mr. Sunil Mathur is a Chartered Accountant by profession, he served as the Chairman of Life Insurance Corporation of India (LIC) - the largest life insurance company in India from August 2002 to October 2004. Post retirement from LIC, the Government of India appointed Mr. Mathur as administrator of the Specified Undertaking of the Unit trust of India (SUUTI), successor to the erstwhile Unit Trust of India, in December 2004 to manage the high return and guaranteed assured return schemes for which Government had provided financial support. Mr. Mathur relinquished charge as administrator in December 2007. Economic Times ranked Mr. Mathur at No. 33 in the list of Indian CEO's (second amongst PSUs) and marked a record jump of 41 places by any CEO in a single year (from 74 in the year 2004 to 33 in the year 2005). Mr. Mathur was nominated as a part-time member of Insurance Regulatory and Development Authority of India and was Non-Executive Chairman of the National Stock Exchange of India Limited. He is/was on the Board of leading corporates including DCM Shriram industries, Travel Corporation (India) Limited and QRG Enterprises. Mr. Mathur was appointed as Secretary General of Life Insurance Council in May 2012. He relinquished charge of the Life Council in August 2012. He was also a member of Committee appointed by the Government to look into the issue of mis-selling and intermediary commission in the financial sector in 2014.	Mr. Nilesh Vikamsey is a senior partner since 1985 at KKC & Associates LLP (Formerly - Khimji Kunverji & Co LLP) – a 90-year-old Chartered Accountants firm. He is an Independent Director in many other Listed and Unlisted Companies like Indusind Bank Ltd., Nippon Life India Trustee Ltd (Chairman) and Thejo Engineering Ltd. He is a Past President of Institute of Chartered Accountants of India (ICAI). He was the past Chairman of the Board of directors of Federal Bank Limited, 360 One WAM Ltd and was member on Board of IRDAI. Mr. Vikamsey is presently serving on the Committee of Kerala Government to examine the framework of Kerala Infrastructure Investment Fund Board, National Executive Council of Indo American Chamber of Commerce (IACC), Accounting Standards Board of ICAI a member of the Advisory Committee on Mutual Funds of SEBI (MFAC) and Core Group member of Bombay Chartered Accountants Society (BCAS). He is Member of Advisory Boards of IC3 Institute, MentorMyBoard & Mahatma Phule Renewable Energy and Infrastructure Technology Ltd (MAHAPREIT) Alternate Investment Fund (AIF) and Jain Chartered Accountants Federation. He is a trustee in 'Sayagyi U Ba Khin' Memorial Trust (Vipassana International Academy, Igatpuri) & few educational trusts in Mumbai.	Mr. Pravir Kumar Vohra is a postgraduate in Economics from St. Stephen's College, University of Delhi and a Certified Associate of the Indian Institute of Bankers. He was associated with the State Bank of India for over 23 years where he held various senior positions - both in India and overseas. His last assignment, before he opted for voluntary retirement in 1999 was as head of the Bank's Forex Division. Post a brief stint with the Corporate Banking group of Times Bank Ltd., he moved to the ICICI Bank Group where he headed the Technology function for many years. At ICICI, he was also responsible for facilities management, infrastructure and administration, including the roll out of new branches and ATMs. Mr. Vohra has served on numerous technology and functional committees set - up by organizations such as the CBDT, UIDAI, IBA and the RBI. In the past, he was a nominee director on the Boards of Loyalty Solutions & Research Pvt Ltd, ICICI Securities Ltd, Firstsource Solutions Ltd and an independent director on MCX India Ltd., Quess Corporation, Goldman Sachs AMC Services & 3i Infotech etc. Post his retirement as President & Group CTO of ICICI Bank in 2012, Mr. Vohra helped set - up the Technology function at the New Development Bank in Shanghai. He now serves on the Technology Advisory Committees of organizations like the Bombay Stock Exchange, Indian Clearing Corporation Ltd, NPCI & Power Exchange of India Ltd.

Name	#Mr. Sunil Behari Mathur	$Mr. Nilesh Vikamsey	^^Mr. Pravir Kumar Vohra
		He was an observer on the Board of International Federation of Accountants and Member of IFAC's Technology Advisory Group, was Chairman of SEBI's Qualified Audit Report Committee (QARC) and was member of Corporate Governance Committee chaired by Uday Kotak, SEBI's Primary Market Advisory Committee and Committee on Disclosures and Accounting Standards (SCODA). He is a Speaker/Chairman, at various seminars, meetings, lectures held by ICAI and various other organizations.	Accolades won by Mr. Vohra include The Asian Banker Achievement Award for Technology & Operations in 2006 and the Symantec Asia South Visionary 2008. He was also one of the three CIOs of international banks to have featured on the Information Week's Global CIO 50 List for 2009. Mr. Vohra joined the Board of Thomas Cook (India) Limited with effect from April 10, 2015.
Terms and Conditions of appointment or re-appointment	Mr. Sunil Mathur was appointed as the Non-Executive Independent Director for a second term of five consecutive years effective from 23rd December, 2020 to 22nd December, 2025 in conformity with Company's policy on Corporate Governance.	Mr. Nilesh Vikamsey was appointed as the Non-Executive Independent Director for a second term of five consecutive years effective from 23rd December, 2020 to 22nd December, 2025 in conformity with Company's policy on Corporate Governance.	Mr. Pravir Kumar Vohra was appointed as Non-Executive Independent Director for a second term of five consecutive years effective from April 10, 2020 to April 9, 2025 in conformity with Company's policy on Corporate Governance.
Past Gross Remuneration	Commission for the financial year 2024-2025 (paid in financial year 2025-2026) INR *3.63 Mn Sitting Fees paid for attending Board/Committee Meetings/ Meeting of Independent Directors for FY 2025 – 26: INR 1.15 Mn	Commission for the financial year 2024-2025 (paid in financial year 2025-2026) INR *3.63 Mn Sitting Fees paid for attending Board/Committee Meetings/ Meeting of Independent Directors for FY 2025 – 26: INR 0.9 Mn	Commission for the financial year 2024-2025 (paid in financial year 2025-2026) INR * 3.63 Mn Sitting Fees paid for attending Board/Committee Meetings/ Meeting of Independent Directors for FY 2025 – 26: Not Applicable
Remuneration Payable	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board and Committee meetings attended and reimbursement of expenses incurred for attending the meeting.	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board and Committee meetings attended and reimbursement of expenses incurred for attending the meeting.	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board and Committee meetings attended and reimbursement of expenses incurred for attending the meeting.
Date of first appointment on the Board	December 23, 2015	December 23, 2015	April 10, 2015
Details of shareholding including shareholding as a beneficial owner in the Company	Nil	Nil	Nil
Relation with other Directors, Manager and KMPs	No relation with other Directors, Manager and KMPs, of the Company.	No relation with other Directors, Manager and KMPs, of the Company.	No relation with other Directors, Manager and KMPs of the Company.

Name	#Mr. Sunil Behari Mathur	$Mr. Nilesh Vikamsey	^^Mr. Pravir Kumar Vohra
No. of Board meetings attended during the financial year 2025-26	5 out of 5 for the Financial Year 2025-26.	5 out of 5 for the Financial Year 2025-26.	Not Applicable
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2026	Not Applicable	Not Applicable	Not Applicable
Memberships/ Chairmanship of Committees (including Memberships/ Chairmanship of Committees of Board of listed entities) as on March 31, 2026	Not Applicable	Not Applicable	Not Applicable
Listed entities from which the Director has resigned / completion of Term in the past three years	Resigned from ULTRATECH CEMENT LIMITED w.e.f. 17.07.2024 Ceased to be ID / Non-Executive Chairman of DCM Shriram Industries Limited w.e.f. March 31, 2024 and appointed as Non-independent Director – Non-Executive Chairman w.e.f. April 1, 2024.	The Director has not resigned from any listed entities in the past three years. However, as an Independent Director, Mr. Nilesh Vikamsey has completed his term in the following company(ies): • Completion of term as Independent Director of IIFL Finance Limited, w.e.f March 31, 2024 & 360 One Wam Limited w.e.f 25.08.2024 • Completion of term as Independent Director of Allcargo Logistics Limited w.e.f 29.06.2025 • Completion of term as Independent Director of Allcargo Gati Limited w.e.f 01.11.2025	Nil

Name	#Mr. Sunil Behari Mathur	$Mr. Nilesh Vikamsey	^^Mr. Pravir Kumar Vohra
In case of appointment of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Not Applicable

Paid in FY 2025-26

 # Mr. Sunil Mathur (DIN: 00013239), completed his second term of five consecutive years as an Independent Director of the Company and accordingly ceased to be the Director of the Company with effect from the close of business hours of December 22, 2025.

$Mr. Nilesh Vikamsey (DIN: 00031213), completed his second term of five consecutive years as an Independent Director of the Company and accordingly ceased to be the Director of the Company with effect from the close of business hours of December 22, 2025.

^^Mr. Pravir Kumar Vohra (DIN: 00082545), completed his second term of five consecutive years as an Independent Director of the Company and accordingly ceased to be the Director of the Company with effect from the close of business hours of April 9, 2025.