

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



July 05, 2023

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

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.: 2272 2037/39/41/61

Fax No.: 2659 8237/38

Dear Sir/ Madam,

Ref: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”)

Subject: Re-designation and Appointment of Directors

Based on approval and recommendation of the Nomination and Remuneration Committee vide resolution dated July 5, 2023, and subject to the approval of Shareholders of the Company at the ensuing 46th Annual General Meeting to be held on Wednesday, August 23, 2023, the Board of Directors, in its meeting held today i.e., Wednesday, July 05, 2023, *inter-alia* approved the following matters:

- a. Re-designation and appointment of Mr. Madhavan Menon as Executive Chairman in the category of Whole Time Director from his earlier designation as Chairman and Managing Director of the Company for a fresh term of five (5) years commencing from July 5, 2023 to July 4, 2028, not liable to retire by rotation, and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to July 4, 2026, in case of inadequacy of profits.
- b. Continuation of directorship of Mr. Madhavan Menon as Executive Chairman in the category of Whole Time Director of the Company, on attaining the age of 70 years on February 12, 2025, during his tenure.
- c. Re-designation and appointment of Mr. Mahesh Iyer as Managing Director and Chief Executive Officer of the Company for a fresh term of five (5) years commencing from July 5, 2023 to July 4, 2028, liable to retire by rotation, and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from 5th July, 2023 to 4th July, 2026, in case of inadequacy of profits.

Mr. Madhavan Menon and Mr. Mahesh Iyer are not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such Authority.

The details/disclosures, as required under Regulation 30 of the SEBI Listing Regulations, read with Schedule III thereto and the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, are provided as Annexure A and Annexure B.

We request you to take the above on record.

Thank you,
Yours faithfully
For **Thomas Cook (India) Limited**

Amit J. Parekh
Company Secretary & Compliance Officer

Encl.: a/a

Holidays | Foreign Exchange | Business Travel | MICE | Value Added Services | Visas

Registered & Corporate Office:

Thomas Cook (India) Limited, 11th Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400 013.

Email id: enquiry@thomascook.in CIN No.: L63040MH1978PLC020717

www.thomascook.in

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**Annexure A**

Required disclosures/details pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015:

Sr. No.	Particulars	Mr. Madhavan Menon	Mr. Mahesh Iyer
1	Reason for change viz. appointment, resignation, removal, death or otherwise;	Re-designation of Mr. Madhavan Menon as "Executive Chairman" of the Company, in the category of a whole-time director from his earlier designation as Chairman and Managing Director of the Company.	Re-designation of Mr. Mahesh Iyer as "Managing Director and Chief Executive Officer" of the Company from his earlier designation as Executive Director and Chief Executive Officer of the Company.
2	Date of appointment/cessation (as applicable) & term of appointment;	The re-designation of Mr. Madhavan Menon as an Executive Chairman, in the category of a whole-time director of the Company shall be effective from July 05, 2023, for a fresh term of five (5) years and is subject to the approval of shareholders of the Company at the ensuing 46 th Annual General Meeting scheduled on 23 rd August, 2023. The office of Mr. Madhavan Menon as a Chairman shall not be liable to retire by rotation.	The re-designation of Mr. Mahesh Iyer as the Managing Director and Chief Executive Officer of the Company shall be effective from July 05, 2023, for a fresh term of five (5) years and is subject to the approval of shareholders of the Company at the ensuing 46 th Annual General Meeting scheduled on 23 rd August, 2023. The office of Mr. Mahesh Iyer as Managing Director and Chief Executive Officer shall be liable to retire by rotation.
3	Brief profile (in case of appointment);	Refer Annexure B	
4	Disclosure of relationships between directors (in case of appointment of a director);	Mr. Madhavan Menon is not related to any director of the Company.	Mr. Mahesh Iyer is not related to any director of the Company.
5	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated 20th June, 2018	Mr. Madhavan Menon is not debarred from holding the office of director on account of any order of SEBI or any other such authority.	Mr. Mahesh Iyer is not debarred from holding the office of director on account of any order of SEBI or any other such authority.

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Annexure B

Brief Profiles:

Mr. Madhavan Menon:

Mr. Madhavan Menon has completed his MBA from George Washington University, USA and undergraduate degree from American University of Beirut. He has a total experience of over 40 years. His previous assignment prior to joining TCIL was as Chief Operations and Administrative Officer of Birla Sunlife Asset Management Co. (AMC) Ltd, CITI Bank and ANZ Grindlays Bank. His acumen and expertise of over 40 years' spans over Banking, Finance and Travel-related Foreign Exchange Management. Mr. Menon was the Chairman of the Board and of the Company and the Thomas Cook India Group and would continue to be so, designated as "Executive Chairman".

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

Mr. Madhavan Menon leads the entire Thomas Cook India Group that is one of the largest travel service provider networks headquartered in the Asia-Pacific region.

Given that Mr. Menon does not receive any remuneration from the subsidiaries, 75% of Mr. Menon's salary costs, based on the time and services utilized by the subsidiaries, is reimbursed to TCIL by such subsidiaries, in compliance with the relevant guidelines on related party transactions.

Mr. Mahesh Iyer:

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

Mr. Iyer has direct responsibility for the Company's P & L, day to day operations of the company, strategic planning, nurturing and building key relationships, as well as building a sustainable growth oriented organization that maximizes value for all its stakeholders. Mr. Iyer has been holding the position of the Executive Director & Chief Executive Officer since 2018 and under his stewardship, the Company has expanded its business portfolio, managed the impact due to the turbulence of the pandemic, and led transformation initiatives, thereby delivering a record performance in a decade for FY23.

He holds a Master's degree in Marketing Management from JBIMS and has successfully completed a Business Management degree from IIM-Kolkata. Mr. Mahesh Iyer joined the Board of Thomas Cook (India) Limited with effect from May 29, 2018.

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