

## 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



15th May, 2024

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

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

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

Fax No.: 2659 8237/38

Dear Sir/ Madam,

### **Ref: Outcome of Board Meeting in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this is to inform you that the Board of Directors of the Company at its meeting held on even date have *inter-alia* considered and approved the following:

#### **1. Annual General Meeting (AGM):**

The 47th AGM of the Company will be held on Friday, 30th August, 2024.

#### **2. Book Closure:**

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 19th August, 2024 to Friday, 30th August, 2024, (both days inclusive) for taking record of the Members of the Company for the purpose of payment of dividend for the financial year ended 31st March, 2024.

The Dividend on Equity Shares for the year ended 31st March, 2024, as recommended by the Board of Directors and as may be declared at the AGM, will be paid/ dispatched on and from 12th September, 2024 to those Shareholders or their mandates:

a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, 16th August, 2024, 2024 (record date), in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, in respect of the shares held in electronic form; and

b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Friday, 16th August, 2024, in respect of the shares held in physical form.

#### **3. Retire by Rotation and re-appointment:**

Recommendation to the members, the re-appointment of Mr. Sumit Maheshwari (DIN: 06920646) Non- Executive Non-Independent Director of the Company and Mr. Gopalakrishnan Soundarajan (DIN: 05242795) Non- Executive Non-Independent Director of the Company who retires by rotation at the ensuing 47<sup>th</sup> Annual General Meeting.

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  
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Mr. Sumit Maheshwari and Mr. Gopalakrishnan Soundarajan are not debarred from holding the office of a Director by virtue of any SEBI order or any other such authority.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023, including their brief profile is attached as Annexure I.

#### 4. Appointment of M/s. Keyul M. Dedhia & Associates, Company Secretaries as the Secretarial Auditor:

Re-appointment of M/s. Keyul M. Dedhia & Associates, Company Secretaries (C.P. No. 8618) as the Secretarial Auditor of the Company for the Financial Year 2024-25.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023, including brief profile of M/s. Keyul M. Dedhia & Associates is attached as Annexure II.

#### 5. In principle approval to consider formation of a Joint Venture (JV)

The Board of Directors *inter alia*:

- i. Granted in-principle approval to consider the formation of a Joint Venture (JV) to co-develop a suite of AI powered Intellectual Properties (IPs) for the Travel Domain.
- ii. Authorised the Sub-Committee of the Board of Directors to:
  - Evaluate suitable JV structures – either through an existing subsidiary or by formation of a new JV company in India, for this purpose
  - Evaluate potential partners
  - Finalise and execute necessary agreements and arrangements for the formation of the JV
  - Finalise and execute a Definitive Agreement.
  - carry out all such other acts, deeds and matters as may be related to the said purpose

As and when the Definitive JV agreement is finalized, approved and signed, the Sub-Committee will make a detailed disclosure of the proposed investment etc. to the stock exchanges in the prescribed manner.

The Meeting commenced at 17:00 hours and concluded at 20:45 hours.

This is for your information and records.

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

**Amit J. Parekh**  
Company Secretary & Compliance Officer

**Encl.: a/a**

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**Annexure - I**

Sr. No.	Details of Events that need to be provided	Information of such event(s)	
		Mr. Sumit Maheshwari	Mr. Gopalakrishnan Soundarajan
a)	Reason for change viz. appointment, resignation, removal, death or otherwise	No Change. The Board of Directors has approved and recommend to the members, reappointment of directorship of Mr. Sumit Maheshwari (DIN: 06920646) as a Non-executive, Non-independent Director of the Company who is liable to retire by rotation.	No Change. The Board of Directors has approved and recommend to the members, reappointment of directorship of Mr. Gopalakrishnan Soundarajan (DIN: 05242795) as a Non-executive, Non-independent Director of the Company who is liable to retire by rotation.
b)	Date of appointment/ re-appointment/cessation (as applicable)	Not Applicable	Not Applicable
c)	Term of appointment/ re-appointment	Director liable to retire by rotation	Director liable to retire by rotation
d)	Brief profile (in case of appointment)	<p>Mr. 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 also monitors portfolio companies.</p> <p>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 Holidays amongst others. He also serves on the Board of Directors of many of Fairfax's portfolio companies.</p> <p>He is a qualified Chartered Accountant, completed a Post Graduate Programme in Management from the Indian School of Business, Hyderabad, and holds a degree in Masters of Commerce from the University of Mumbai.</p>	<p>Mr. Soundarajan holds a Bachelor of Commerce degree from the University of Madras, is a member of the Institute of Chartered Accountants of India and is a Qualified Chartered Financial Analyst and Member of the CFA Institute in the United States.</p> <p>Mr. Soundarajan is the Managing Director at Hamblin Watsa Investment Counsel Ltd. Prior to this, Mr. Soundarajan was the Chief Investment Officer of ICICI Lombard, the largest private sector property and casualty insurance company in India.</p> <p>He held the position of Head of Investments at ICICI Lombard from 2001 to 2018 and was a member of the Investment Committee. Mr. Soundarajan serves on the Board of FIH Mauritius Investments Ltd, FIH Private Investments Ltd and Primary Real Estate Investment Fund.</p>
e)	Disclosure of Relationships between Directors (in case of appointment of a director)	Mr. Sumit Maheshwari is not related to any other Director on the Board of the Company	Mr. Gopalakrishnan Soundarajan is not related to any other Director on the Board of the Company
f)	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. Sumit Maheshwari is not debarred from holding the office of director on account of any order of SEBI or any other such authority.	Mr. Gopalakrishnan Soundarajan 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 - II**

<b>Sr. No.</b>	<b>Details of Events that need to be provided</b>	<b>Information of such event(s)</b>
a)	Reason for Change viz., appointment, resignation, removal, death or otherwise	Re-appointment of M/s. Keyul M. Dedhia & Associates, Company Secretaries as the Secretarial Auditor of the Company.
b)	Date of appointment	15 <sup>th</sup> May, 2024
c)	Term of appointment	For the Financial Year 2024-25
d)	Brief profile (in case of appointment)	Mr. Dedhia is a Fellow Company Secretary, a Commerce graduate, a Post-Graduate in Business Laws and Diploma in Securities Laws. His expertise is in the fields of Secretarial and Legal Compliances and FEMA Compliances.

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