

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



February 3, 2025

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: Intimation filed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations)

This is Further to the outcome of the Board Meeting submitted some time ago below are the intimations in compliance with Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

We hereby inform that, based on recommendation of the Nomination & Remuneration Committee, the Board of Directors have approved:

- re-designation of Mr. Madhavan Menon (DIN: 00008542) as Non-Executive Chairman of the Board and the Company with effect from 1st June, 2025.

The details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given in enclosed **Annexure A**

- appointment of Mr. Sharad Kumar Saxena (DIN 08238872), as an Additional Non-Executive and Independent Director of the Company with effect from February 4, 2025, for a term of 5 consecutive years subject to the approval of the shareholders. Further, in compliance with circular no. LIST/COMP/14/2018-19 issued by BSE Limited and circular no. NSE/CML/2018/24 issued by National Stock Exchange of India Limited dated June 20, 2018, respectively, we hereby affirm that Mr. Sharad Kumar Saxena is not debarred from holding the office of Director by virtue of any SEBI Order or any such other authority.

The details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given in enclosed **Annexure B**.

- approved the Thomas Cook Employees Stock Option Scheme 2024 - EXECOM (ESOP 2024 - EXECOM) for grant of stock options to eligible Employees of the Company and its Subsidiary Companies (Present and Future, if any) subject to approval of the shareholders of the Company as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEB & SE) Regulations, 2021.

The details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given in enclosed **Annexure C**.

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

Registered & Corporate Office:

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

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The Company will seek approval of shareholders for the aforesaid developments through a Postal Ballot in due course of time as per the manner prescribed.

Please take the above disclosure on record.

This intimation is also being uploaded on the website of the Company at <https://www.thomascook.in/>

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 A****Re-designation of Mr. Madhavan Menon as Non-Executive Chairman of Thomas Cook (India) Limited**

Name of the Director	Mr. Madhavan Menon (DIN: 00008542)
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Re-designation of Mr. Madhavan Menon (DIN: 00008542) as Non-Executive Chairman of the Board with effect from June 1st, 2025.
Date of appointment/ cessation (as applicable)	Re-designation with effect from June 1st, 2025
Term of Appointment	<p>Mr. Madhavan Menon was re-appointed Executive Chairman, in the category of a Whole Time Director, with the title as the “Chairman” of the Company for a fresh term of five (5) years commencing from July 5, 2023 to July 4, 2028 as per the Shareholders resolution passed in Annual General Meeting dated August 23, 2023.</p> <p>The Board of Directors in its meeting held on 3rd February, 2025, has re-designated Mr. Madhavan Menon as the Non-Executive Chairman with effect from June 1st, 2025, since Mr. Menon has requested for the said transition and his office is not liable to retire by rotation.</p>
Brief Profile	<p>Mr. Madhavan Menon joined Thomas Cook (India) Limited in 2000 as the Executive Director responsible for the Foreign Exchange business and stepped up to the position of Managing Director in January 2006 while as Chairman & Managing Director in January 2016.</p> <p>Mr. Madhavan Menon completed his MBA from George Washington University and undergraduate degree from American University of Beirut. Madhavan has a varied background, having commenced his career in Banking at Grindlays Bank, Citibank and Emirates Bank and in Birla Sun Life Asset Management Company.</p> <p>Mr. Madhavan Menon is a Member on the Board of Thomas Cook (India) Limited and holds Directorships in various subsidiaries of the Company and CSB Bank Ltd., among others. He is also the Chairman of the Fairfax India Charitable Foundation that focusses on bringing down the cost of treating kidney related ailments in the country.</p> <p>During his tenure, Thomas Cook (India) Limited has made several acquisitions, making it today the leading omnichannel travel company in the country and has expanded the global foot print of the Group to cover 21 countries across 4 continents, with operations in Australia, China, ASEAN, South Asia, Middle East, Southern Africa, Eastern Africa and</p>
Disclosure of relationship between Directors	Mr. Madhavan Menon is not related to any other Director on the Board of the Company.

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**Annexure B**

Appointment of Mr. Sharad Kumar Saxena (DIN 08238872) as an Additional Director (Non-Executive & Independent) of Thomas Cook (India) Limited

Name of the Director	Mr. Sharad Kumar Saxena (DIN 08238872)
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment of Mr. Saxena as an Additional Director (Non-Executive and Independent) for a term of five consecutive years with effect from February 4, 2025. The Board of Directors approved the said appointment upon recommendation of the Nomination and Remuneration Committee subject to shareholders' approval.
Date of appointment/ cessation (as applicable)	Appointment with effect from February 4, 2025.
Term of Appointment	For a term of 5 consecutive years with effect from February 4, 2025 subject to approval of shareholders.
Brief Profile	Mr. Saxena aged 62 years is a gold medalist 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.
Disclosure of relationship between Directors	Mr. Saxena is not related to any other Director on the Board of the Company

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**Annexure C**

Information pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

SN	Particulars	Details
1.	Brief details of options granted	The total number of stock options proposed to be granted under the ESOP Scheme shall be 5,57,0000.
2.	Whether the scheme is in terms of SEBI (SBEB & SE) Regulations, 2021	Yes, the ESOP Scheme is in terms of SEBI (SBEB & SE) Regulations, 2021.
3.	Total number of shares covered by these options	Total number of shares covered under the Options shall be 5570000 equity shares through primary issue of shares.
4.	Pricing formula	The Exercise Price shall be equal to face value of shares i.e. Re. 1 per option.
5.	Time within which option may be exercised	The Options granted can be exercised post vesting during the exercise period which would commence from the date of vesting and will expire on completion of maximum exercise period of 20 years from the date of respective vesting.
6.	Brief details of significant terms	<p>The objective of the ESOP 2024 - EXECOM is to reward the EXECOM Employees of the Company and its subsidiaries for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to retain talent in the organization.</p> <p>The NRC of the Company shall act as Compensation Committee for the supervision of ESOP Scheme.</p> <p>The total number of stock options to be granted under the ESOP Scheme shall not exceed 5,57,0000 options convertible into 5,57,0000 equity shares of face value of Re. 1 each. to the employees of the company and/ or of the employees of the subsidiary companies (present or future, if any)</p> <p>Vesting of options would be subject to continued employment with the Company and attainment of certain performance parameters. The attainment of such performance parameters would be a mandatory condition for vesting of options as determined by the Committee from time to time.</p> <p>Options granted under ESOP 2024 – EXECOM would Vest after 4 years but not later than 7 years from the date of grant of such options.</p>

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	<p>The Exercise Price shall be equal to face value of shares i.e. Re. 1 per option. ESOP 2024 - EXECOM shall be implemented directly by the Company.</p> <p>The Shares allotted upon exercise of stock options under the ESOP Scheme are not subject to any lock in period.</p> <p>As per the SBEB & SE Regulations, a separate resolution is required to be passed if the benefits of the Employee Stock Option Scheme are to be extended to the employees of subsidiary companies of the Company accordingly, separate Special Resolution would be proposed for members approval in the manner prescribed.</p>
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Note: Since stock options have not yet been granted, other details such as Options vested, Options exercised, Options lapsed, Money realized by exercise of Options, Total number of shares arising as a result of exercise of options, Variation of Terms of options, subsequent changes/cancellation/exercise of such Options, diluted earnings per share pursuant to issue of equity shares on exercise of Options, etc. specified by SEBI Listing Regulations / Circular are not applicable as of now.

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