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

Thomas Cook Travel Smooth thomascook.in

3rd September, 2018

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 500413
NCD Scrip Code:, 952674,952675

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
NCD: Thomas Cook 9.37% 2019 SERIES 2;
Thomas Cook 9.37% 2020 SERIES 3

Fax No.: 2659 8237/38

Dear Sir/ Madam,

Sub: Grant of Options under Thomas Cook Employees Stock Option Scheme 2018- Management (ESOP 2018 – Management).

Ref: Submission of information pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

With reference to the above subject, please note that the Nomination and Remuneration Committee of the Board of Directors, vide Resolution dated 1st September, 2018, granted 235639 Options under the Thomas Cook Employees Stock Option Scheme 2018- Management (ESOP 2018 – Management).We herein enclose the details as necessitated vide SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September, 2015 as '**Annexure A'** and '**Annexure B'** for ESOP 2018 – Management.

This is for your information and record.

Thanking you,

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

AMIT JYOTINDRA PAREKH
Digitally signed by AMIT JYOTINDRA PAREKH
Date: 2018.09.03 15:49:50 +05'30'

Amit J. Parekh
Company Secretary & Compliance Officer
ACS: 13648
Marathon Future X, 11th Floor, N.M. Joshi Marg, Lower Parel, Mumbai 400 013

Encl.: a/a

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Annexure A

Disclosures about Options to purchase securities [including any Share Based Employee Benefit (SBEB) Scheme] at the time of instituting the scheme and vesting or exercise of options

Sr. No.	Disclosures	Particulars
a)	brief details of options granted	Granted 235639 Options under the Thomas Cook Employees Stock Option Scheme 2018 – Management (ESOP 2018 – Management). The brief terms of the scheme for which the present grant is being made is attached herewith as **Annexure B**.
b)	whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable)	Yes
c)	total number of shares covered by these options	235639 shares covered by these options
d)	pricing formula	Since the options were granted on 1st September 2018, the closing price of 31st August 2018 on the BSE Limited (BSE) and the National Stock Exchange (NSE) were considered for calculating the exercise price. The closing market price of the Company (TCIL) on BSE on 31st August, 2018 was Rs. 250.20 with a turnover of 14555 shares, while the closing market price of TCIL on NSE on 31st August, 2018 was Rs. 250.20 with a turnover of 362547 shares. Since the trading volume on NSE was more on that day, closing price of NSE was considered. Further, 50% of the closing Market Price = [50% of (250.20)] = 125.10. Hence, the Exercise Price would be Rs. 125.10 per share of Re. 1/- each.
e)	options vested	Not Applicable
f)	time within which options may be exercised	10 years from the Vesting Date within which the Vested options can be exercised
g)	options exercised	Not Applicable
h)	money realized by exercise of options	Not Applicable
i)	the total number of shares arising as a result of exercise of option	Not Applicable
j)	options lapsed	Not Applicable
k)	variation of terms of options	Not Applicable
l)	brief details of significant terms	The brief terms of the scheme for which the present grant is being made is attached herewith as Annexure B.
m)	subsequent changes or cancellation or exercise of such options	Not Applicable
n)	diluted earnings per share pursuant to issue of equity shares on exercise of options	Not Applicable

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Annexure B

Brief terms of the Thomas Cook Employees Stock Option Scheme 2018- Management (ESOP 2018 – Management)

Purpose of the Plan: The purpose of this scheme is to reward and retain the employees of the Company and the subsidiary Companies of Thomas Cook under its control for high levels of individual performance and for exceptional efforts to improve the financial performance of the respective subsidiary companies, which will ultimately contribute to the success of Thomas Cook.

Vesting of Options: Vesting of options would be subject to continued employment of the Participant with the Company, the Unvested Options shall vest with the Participant, unless Committee decides otherwise, on the completion of three years from the date of grant.

Exercise Price: The exercise price of the vested option shall be 50% of the Market price as defined under the Securities and Exchange Board of India (SEBI) Share Based Employee Benefits (SBEB) Regulations.

Exercise Period and process of Exercise: Subject to the terms of the Plan and the SEBI SBEB Regulations, the option holder will have a period of 10 years from the date on which the Options are Vested, within which the vested options can be exercised.

Maximum number of Options in aggregate and per employee: Maximum number of shares that may be issued pursuant to exercise of Options Granted to an eligible employee shall be in accordance with relevant regulations in force at the time of grant, and to all eligible employees under this scheme, shall not exceed 3672000 options convertible into 3672000 equity shares of face value of Re. 1 each of the Company subject to such fair and reasonable adjustment that may be necessitated pursuant to any future corporate action.