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

23rd January, 2019

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: Grant of Options under Thomas Cook Employees Stock Option Plan 2013 - (ESOP 2013).

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 23rd January, 2019 granted 231965 Options under the Thomas Cook Employees Stock Option Plan 2013 (ESOP 2013). 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 2013.

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: 2019.01.23 18:37:24 +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 231965 Options under the Thomas Cook Employees Stock Option Plan 2013 (ESOP 2013). The brief terms of ESOP 2013 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	231965 options convertible into 231965 equity shares of face value of Re. 1/- each.
d)	Pricing formula	The Exercise Price shall be equal to face value of shares i.e. Re. 1 per option.
e)	Options vested	Not Applicable
f)	Time within which options may be exercised	The Employee Stock Options granted shall be capable of being exercised either at one time or at various points of time within a period of 20 years from the date of Vesting of the respective Employee Stock Options.
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 Plan 2013 (ESOP 2013)

Purpose of the Plan: The objective of the ESOP 2013 is to reward the Senior 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. The Company views Employee Stock Options as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

Vesting of Options: Options granted under ESOP 2013 would Vest after 4 years but not later than 7 years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and 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. The specific performance parameters will be decided by the Committee from time to time and will be communicated to the employees.

Exercise Price: The Exercise Price shall be equal to face value of shares i.e. Re. 1 per option.

Exercise Period and process of Exercise: Subject to the terms of the Plan and the SEBI SBEB Regulations, 20 years from the date of Vesting of the respective Employee Stock Options. Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company or in such other manner as the Committee may permit.

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 4771896 options convertible into 4771896 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.