

Disclosure pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014 for the financial year 2020-21

Sr. No.	Scheme Name	Thomas Cook Employees Stock Option Plan 2007 (ESOP Scheme 2007)							Thomas Cook Save As You Earn Scheme 2010 (SAYE Scheme 2010)	Thomas Cook Employees Stock Option Plan (ESOP 2013)				Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012 (ESOS 2012)*		Thomas Cook Employees Stock Option Plan 2018 Management (ESOP 2018 Management)		Thomas Cook Employees Stock Option Plan 2018 Execom (ESOP 2018 Execom)	
		Granted on 25th July 2007	Granted on 10th July 2008	Granted on 20th March 2009	Granted on 27th May 2010	Granted on 17th February 2011	Granted on 5th September 2013	Granted on 25th August 2015	Granted on 14th December 2010	Granted on 5th December 2013	Granted on 8th October 2014	Granted on 7th November 2016	Granted on 23rd January 2019	Granted on 24th January 2013	Granted on 30th July 2014	Granted on 13th June 2018	Granted on 1st September 2018	Granted on 05th October 2018	Granted on 02nd November 2020
1	Plan/ Schemes Date of Shareholders' Approval	20th March 2007							14th December, 2010	25th October, 2013				23rd July 2012		11th April 2018		11th April 2018	
2	Total No. of Options Approved	10800000							3000000	4771896				430326*		3672000		1754458	
3	Vesting Requirements	i. 1/3rd of the total Options Granted shall be Vest on the first anniversary of the Grant date. ii. further 1/3rd of the total Options Granted Shall Vest on the second anniversary of the Grant date; iii. balance 1/3rd of the total Options Granted shall Vest on the third anniversary of the Grant date;							Vesting period being not less than 36 months as may be decided by Nomination and Remuneration Committee, commencing from the first day of the month in which the first Monthly Saving Contribution is made by the participant under Savings Contract and ending on first day of the month following the month in which the final Monthly Saving Contribution is or should have been made by the participant under the Savings Contract	Options granted under the Scheme would vest after 4 years but not later than 7 years from the date of grant of such options. Vesting would be subject to continued employment with the Company and certain performance parameters.	Options granted under the scheme would vest in an Eligible Employee after completion of minimum period of 12 months or such other period and in such number of installments and subject to such terms as the Compensation Committee may decide, in its absolute discretion and recommend to the Board of Directors, at the time of Grant of the 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.		Vesting of options would be subject to continued employment with the Company and attainment of certain performance parameters. The specific performance parameters will be decided by the Committee from time to time and will be communicated to the Employees. The attainment of such performance parameters as determined by the Committee from time to time would be a mandatory condition for vesting of options. Options granted under ESOP 2018 - EXECOM would Vest only at the end of 5 years from the date of grant of such options.		
4	Pricing Formula	90 % of the closing market price on that exchange where higher shares are traded							90% of the closing market price on that exchange where higher shares are traded	Face value of the share i.e. Re. 1/- per option				Exercise price shall not be less than the par value of the Equity Shares of the Company and shall not be more than the price prescribed under Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or the Market Price (as defined in the Guidelines), whichever is more		50% of the closing market price on that exchange where higher shares are traded		Face value of the share ie. Re. 1/- per option	
5	Exercise Price (Rs.)	61.89	77.62	30.31	52.74	47.57	49.32	165.92	50.40	1.00				80.00	108.46	137.93	125.10	1.00	
6	Maximum Term of Options	Period of 10 years from the grant date within which the vested options can be exercised							Not less than 36 months as may be determined by the Committee, commencing from the first day of the month in which the first Monthly Saving Contribution is made by the participant under savings contract and ending on the first day of the month following the month in which the final Monthly Saving Contribution or should have been made by the Participant under the Savings Contract.	Options can be Exercised either at one time or at various points of time within a period of 20 years from the date of Vesting of Options granted	Options remaining unexercised at the end of 5 years from the date of each vesting (or such extended period/s as may have been decided by the Compensation Committee) shall lapse.				10 years from the date of Vesting of the respective Employee Stock Options.		20 years from the date of Vesting of the respective Employee Stock Options.		
7	Source of Shares	Primary Shares																	
8	Variations in terms of ESOS	1. The ESOP Scheme 2007 was amended vide Postal Ballot Notice dated 21st August 2007 and approved on 12th October 2007, for the purposes of recovering the Fringe Benefit Tax (FBT) from the employees and varying certain terms of the Scheme according to SEBI guidelines. 2. The ESOP Scheme 2007 was amended at the AGM held on 12th May 2010, for the purposes of changing the pricing formula so that the discount to the employees for future grants is 10% instead of 5% of the closing market price according to SEBI guidelines. 3. The ESOP Scheme 2007 was amended at the AGM held on 25th August 2015, to bring in line with SEBI (Share Based Employee Benefits) Regulations, 2014 particularly the requirement of continuation of the benefits of the scheme to transferred/ deputed employees also.							Following amendments were incorporated under The SAYE Scheme 2010 at the AGM held on 25th August 2015: 1. To bring the scheme in line with SEBI (Share Based Employee Benefits) Regulations, 2014 2. Eligibility of service reduced to minimum 1 month from minimum 6 months. 3. Exercise period reduced to 1 month from vesting instead of 3 months from Vesting 4. Requirement of continuation of the benefits of the scheme to transferred/ deputed employees also.	The ESOP Scheme 2013 was amended at the AGM held on 25th August 2015, to bring in line with SEBI (Share Based Employee Benefits) Regulations, 2014 particularly the requirement of continuation of the benefits of the scheme to transferred/ deputed employees also.	Pursuant to Clause 15.3 of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited (SHRIL) and Thomas Cook Insurance Services (India) Limited and Thomas Cook (India) Limited and their respective Shareholders and Creditors. Revised Options Granted are in the ratio of 120 (One hundred and twenty) stock options of TCIL for every 100 (One hundred) Lapsed Options of SHRIL. Also the exercise price is equal to the exercise price at which such Grantee of Lapsed Options had been granted the Lapsed Options of SHRIL by SHRIL.		Not Applicable			Not Applicable			
* Pursuant to the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited ("SHRIL"), Thomas Cook Insurance Service (India) Limited ("TCISIL") and Thomas Cook (India) Limited ("TCIL") approved by Hon'ble High Courts of Madras and Bombay, 430326 employee stock options were issued in lieu of outstanding employee stock options under SHRIL Employee Stock Option Scheme, 2012																			

General Information on all schemes:

Sr. No.	Particulars	Details
1.	Name of the trust	Thomas Cook (India) Limited Employees Trust
2.	Details of Trustees	IDBI Trusteeship Services Limited
3.	Amount of loan disbursed by company / any company in the group, during the year	Nil
4.	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	106,95,54,341
5.	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil
6.	Any other contribution made to the Trust during the year	Nil

**TRANSACTIONS OF SHARES BY THE TRUST:**

Sr. No.	Description	Disclosure
1.	No. of shares held by the Trust at the beginning of the year	73,56,122
2.	No. of shares acquired during the year	Nil
3.	No. of shares transferred to the employees during the year	2,05,854
4.	No. of shares held by the Trust at the end of the year	71,50,268

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Sr. No.	Particulars	Granted on 25th July 2007	Granted on 10th July 2008	Granted on 20th March 2009	Granted on 27th May 2010	Granted on 17th February 2011	Granted on 5th September 2013	Granted on 25th August 2015	Granted on 14th December 2010	Granted on 5th December 2013	Granted on 8th October 2014	Granted on 7th November 2016	Granted on 23rd January 2019	Granted on 24th January 2013	Granted on 30th July 2014	Granted on 13th June 2018	Granted on 1st September 2018	Granted on 05 <sup>th</sup> October 2018	Granted on 02 <sup>nd</sup> November 2020
1	Options Outstanding at the beginning of the year	0	0	0	0	0	43,510	3,54,819	0	0	0	7,46,448	2,31,965	3,078	23,850	13,08,400	18,25,73	1,652,474	0
2	Options Granted during the year	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	46,196
3	Options Forfeited /lapsed during the year	0	0	0	0	0	8,850	67,675	0	0	0	0	0	3,078	16,800	2,12,500	86,390	1,89,460	0
4	Options Vested during the year	0	0	0	0	0	0	0	0	0	0	5,30,594	0	0	0	0	0	0	0
5	Options Exercised during the year	0	0	0	0	0	0	0	0	0	0	2,05,854	0	0	0	0	0	0	0
6	No of Shares arising as a result of Exercise of options	0	0	0	0	0	0	0	0	0	0	2,05,854	0	0	0	0	0	0	0
7	Money realized by exercise of options, if scheme is implemented directly by company	0	0	0	0	0	0	0	0	0	0	2,05,854	0	0	0	0	0	0	0
8	No. of options Outstanding at the end of the year	0	0	0	0	0	34,660	2,87,144	0	0	0	5,40,594	2,31,965	0	7,050	10,95,900	9,61,83	14,63,014	46,196
9	No. of options Exercisable at the end of the year	0	0	0	0	0	34,660	2,87,144	0	0	0	5,40,594	0	0	7,050	0	0	0	0

	Other Particulars	ESOP Scheme 2007, SAYE Scheme 2010 , ESOP 2013 and Sterling Holidays Resort (India) Limited Employee Stock Option Scheme 2012 (ESOS 2012), TCIL ESOP 2018 Management , TCIL 2018 EXECOM
1	Diluted earnings Per Share (EPS) calculated in accordance with Accounting Standard 20 issued by ICAI for the period ended 31st March, 2021	The Same has been appropriately disclosed in the standalone financial statements for the year ended March 31, 2021 which is also available on the website of company.
2	Employee Compensation Cost & EPS	
	i) Method of calculation of employee compensation cost	<b>Fair Value Method</b>
	ii) Difference between the employee compensation cost so computed at (i) above and the employee compensation cost that shall have been recognized if fair value of Options had been used	The Same has been appropriately disclosed in the standalone financial statements for the year ended March 31, 2021 which is also available on the website of company.
	iii) The impact of difference on profits and EPS of the Company for the year ended 31st March, 2021 had fair value Options had been used for accounting Employee Options	

	Other Particulars	
1	Weighted Average exercise price of options granted during the year is less than market price of stock on the grant date and is:	1.00
2	Weighted Average Fair Values of options granted during the year is:	45.64
3	A description of method and significant assumptions used during the year to estimate the fair value of Options granted during the year	
	The fair value of options has been calculated by using Black Scholes's Method. The assumptions used in the above are:	
	1) Risk free Interest Rate	5.61 %
	2) Expected Life	6.00
	3) Expected Volatility based on daily closing Market Price	50.85 %
	4) Expected Dividend Yield	0.15 %
	5) The price of underlying share in the market at the time of grant	46.78

- Details of options granted to and accepted by Senior Managerial Personnel of the Company during the year: Nil
- Details of Employees of the Company /its Subsidiaries, apart from Senior Managerial Personnel, who received grants of Options amounting to 5% or more of Options granted and accepted during a year

Sr. No.	Name of Employee	Designation	TCIL 2018 EXECOM		TCIL 2018 Management		ESOP Scheme 2013		SHRIL ESOS 2012				ESOP 2007										
			Options granted and accepted in 2016		Options granted and accepted in 2013		Options granted and accepted in 2014		Options granted and accepted in 2015		Options granted and accepted in 2011		Options granted and accepted in 2010		Options granted and accepted in 2009		Options granted and accepted in 2008		Options granted and accepted in 2007				
			Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage	
1	Mr. Anupam Dutta	President-Sterling Holiday Resorts Limited	46196	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

- Employees, who were granted Options, during any One Year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of the grant: Ni