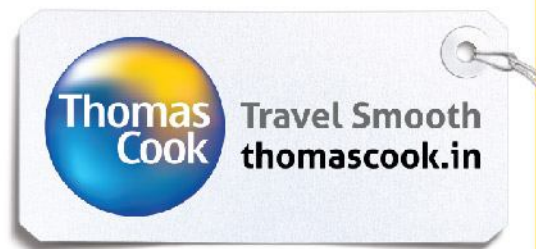


**Thomas Cook (India) Ltd.**  
Thomas Cook Building, Dr. D. N. Road,  
Fort, Mumbai - 400001  
Board: +91-22-6160 3333  
CIN: L63040MH1978PLC020717  
A FAIRFAX Company



6th February, 2018

The Manager,  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
**Scrip Code: 500413**  
**NCD Scrip Code: 949099, 952673, 952674, 952675**

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

Dear Sir/ Madam,

**Ref: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Sub: Intimation of notice issued to the Equity Shareholders of the Company with respect to Thomas Cook Employees Stock Option Plan 2013.**

Enclosed herewith is the copy of the notice issued to the equity shareholders of the Company pertaining to the disclosure of additional information under Regulation 6 (2) of SEBI Share Based Employee Benefits Regulations, 2014 ('SEBI SBEB') with respect to Thomas Cook Employees Stock Option Plan 2013.

This is for your information and records.

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

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

**Encl.: a/a**

## THOMAS COOK (INDIA) LIMITED

**Registered Office:** Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai – 400 001  
+91-22-4242 7000 | Fax: +91-22-2302 2864 | CIN: L63040MH1978PLC020717  
Website: [www.thomascook.in](http://www.thomascook.in) | E-mail id: [sharedept@in.thomascook.com](mailto:sharedept@in.thomascook.com)



Dear Equity Shareholders,

You are requested to take note of following additional information with respect to Thomas Cook Employees Stock Option Plan 2013, ("ESOP 2013/ Scheme") that is required to be communicated in terms of Regulation 6 (2) of SEBI Share Based Employee Benefits Regulations, 2014 ("SEBI SBEB") and circulars issued thereon from time to time.

**This is for your information and no action is required from you.**

Sr. No.	Particulars	Disclosure Details
1.	Brief description of the scheme(s).	The objective of the ESOP 2013 is to reward the Senior Employees of the Company 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.
2.	The total number of options, SARs, shares or benefits, as the case may be, to be granted.	4,771,896 options convertible into 4,771,896 shares of face value of Re. 1 each.
3.	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s).	(i) a permanent employee of the Company working in India or out of India or (ii) an executive director of the Company or (iii) an employee, as defined in sub-clauses (i) or (ii) in this Para, of a subsidiary, in India or out of India, but excludes: a) an employee who is a promoter or belongs to the promoter group. b) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company. c) a non executive director. There is no restriction on extension of the ESOP 2013 scheme to employees of Subsidiary Companies after amendment to the scheme approved by shareholders on 27th August, 2015. However, this would be subject to compliance with applicable laws, eligibility criteria and the terms of the ESOP 2013 from time to time.
4.	Requirements of vesting and period of vesting.	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 Nomination and Remuneration Committee ("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. Options granted under ESOP 2013 would Vest after 4 years but not later than 7 years from the date of grant of such options.
5.	Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options / SARs / benefit shall be vested.	7 years from the date of grant of such Options.
6.	Exercise price, SAR price, purchase price or pricing formula.	The Exercise Price shall be equal to face value of shares i.e. Re. 1 per option.
7.	Exercise period and process of exercise.	20 years from the date of Vesting of the respective Employee Stock Options. Payment of the Exercise price shall be made by a cross cheque or demand draft or any other permitted mode.
8.	The appraisal process for determining the eligibility of employees for the scheme(s).	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.
9.	Maximum number of options, SARs, shares, as the case may be, to be issued per employee and in aggregate.	Maximum number of shares that may be issued pursuant to exercise of Options Granted to an eligible employee shall be in accordance with relevant SEBI SBEB in force at the time of grant, and to all eligible employees under the Scheme, shall not exceed 4,771,896 shares of face value of Re. 1 each of the Company.
10.	Maximum quantum of benefits to be provided per employee under a scheme(s).	The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of options.
11.	Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust.	ESOP 2013 shall be administered by the Company.
12.	Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the trust or both.	The Scheme involves new issue of shares by the Company.
13.	The amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.	Grant of loan is not contemplated under the Scheme.
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s).	This is not applicable under the Scheme.
15.	A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15	The Company shall comply with the disclosures and the accounting policies prescribed from time to time.
16.	The method which the Company shall use to value its options or SAR's.	Intrinsic Value Method.
17.	The following statement, if applicable: In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report.	This statement is applicable and shall be disclosed as per requirement.

By Order of the Board  
For Thomas Cook (India) Limited

**Amit Parekh**  
Company Secretary & Compliance Officer