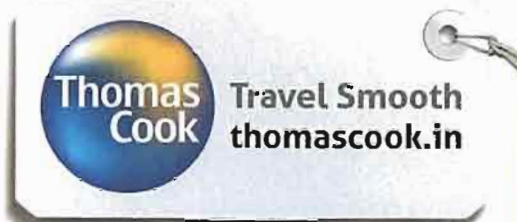


Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400 001
Tel.: +91-22-6160 3333
Fax No.: +91-22-2287 1069



A FAIRFAX Company

9th October, 2014

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 500413
NCD Scrip Code: 949099

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 ISIN: INE332A08014

Fax No.: 2659 8237/38

Dear Sir,

Re: Granting of Options under the Thomas Cook Employees Stock Option Plan 2013 ("ESOP 2013")

The Nomination & Remuneration Committee (Compensation Committee) of the Company has, vide its Circular Resolution Dated 8th October, 2013, granted 229906 Options under the Thomas Cook Employees Stock Option Plan 2013 (ESOP 2013), as per the following details:

- 1) Number of shares covered in the present granting of options under the ESOP 2013 - 229906 (Two Lakh Twenty Nine Thousand Nine Hundred Six)
- 2) Terms of the options - as per **Annexure I** attached
- 3) Time within which the said options may be exercised - The options would vest not earlier than 4 years and not later than 7 years from the date of grant of options. The Exercise period would commence from the date of vesting and will expire on completion of twenty years from the date of vesting of options.

Kindly take note of the same.

Thank you,

Yours faithfully
for Thomas Cook (India) Limited

R. R. Kenkare
President & Head - Legal & Company Secretary



Travel Smooth
thomascook.in

Annexure I

Brief terms of the Thomas Cook Employees Stock Option Plan 2013

Purpose of the Plan: 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.

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.

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

Exercise Period and process of Exercise: The Exercise period would commence from the date of vesting and will expire on completion of twenty years from the date of vesting of options.

The options will be exercisable by the employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Recruitment & Remuneration Committee from time to time. The options will lapse if not exercised within the specified exercise period as specified under ESOP 2013.

Maximum number of Options in aggregate and per employee: The number of options that may be granted to any specific employee under the Scheme shall be less than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options. The maximum number of shares that may be issued pursuant to exercise of Options granted to all employees under this Plan shall not exceed 4771896 (Forty seven lakh seventy one thousand eight hundred ninety six only) Shares of Re. 1/- each of the Company.

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