

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



25th August, 2015

A FAIRFAX Company

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 further Options under the Thomas Cook Employee Stock Option Plan 2007 (ESOP 2007) – Clause 25 of the Listing Agreement

The Nomination & Remuneration Committee of the Company has, vide its resolution dated 25th August, 2015 (i.e. today), granted further Options under the Thomas Cook Employees Stock Option Plan 2007 (ESOP 2007), in continuation of the Options granted in 2007, 2008, 2009, 2010, 2011 and 2013 as per the following details:

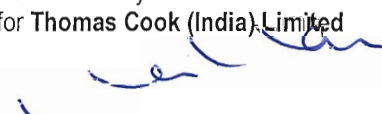
- 1) Number of shares covered in the present granting of options under the ESOP 2007 – 1732500 (Seventeen lakh thirty two thousand five hundred only)
- 2) Terms of the options - as per **Annexure I** attached
- 3) Time within which the said options may be exercised - 10 years from the Grant date, i.e. 10 years from 25th August, 2015.

This letter serves as an intimation required in terms of Clause 25 of the Listing Agreement.

Kindly take note of the same.

Thank you,

Yours faithfully
for **Thomas Cook (India) Limited**


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


 End: eja



Travel Smooth
thomascook.in

Annexure I

Brief terms of the Thomas Cook Employees Stock Option Plan 2007

Purpose of the Plan:

To motivate talent in the organisation with the view to achieve long term business goals, to retain key talent in the organisation, to foster ownership and financial motivation.

Vesting of Options: Subject to the provisions of the Plan and the SEBI ESOP Guidelines, the options granted under the Plan shall vest in accordance with the following schedule:

- i) 1/3rd of the total options granted shall 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;

Grant date means the date on which the Options are granted to an employee by the Company/ Committee under the Plan.

Exercise Price: Pursuant to the approval of the shareholders of the variation in the ESOP 2007 Scheme, the exercise price of the vested option shall be higher of 90% of the Market price as defined under the SEBI Guidelines (i.e. the latest available closing price, prior to the date when the Options are granted on that Stock Exchange where there is highest trading volume on the said date) or the face value of the Share. The Exercise price shall be paid to the Company in cash upon exercise of the vested options.

Since the options were granted on 25th August, 2015, the closing prices of 24th August, 2015 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 24th August, 2015 was Rs. 185.25 with a turnover of 94848 shares, while

The closing market price of TCIL on NSE on 24th August, 2015 was Rs. 184.35 with a turnover of 393300 shares

Since the trading volume on NSE was more on that day, closing price of NSE was considered.

Further, 90% of the closing Market Price = [90% of (185.35)] = 165.92

Hence, the Exercise Price would be Rs. 165.92 per share of Re. 1/- each.

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

Maximum number of Options in aggregate and per employee: Subject to making adjustments for any bonus issue, rights issue, consolidation, subdivision or reduction of the share capital of the Company, the maximum number of shares that may be issued pursuant to exercise of Options granted to all employees under this Plan shall not exceed 10,800,000 (One Crore Eight Lakh) Shares of Re. 1/- each of the Company. The Company reserves the right to increase or reduce such number of Shares as it deems fit. The maximum number of shares that may be issued pursuant to exercise of Options to each employee shall not exceed 2,000,000 (Twenty Lakh) Shares of Re. 1/- each.

AP
for