

**Thomas Cook (India) Ltd.**  
Registered Office: Thomas Cook Building,  
Dr. D. N. Road, Fort, Mumbai - 400 001.

CIN: L63040MH1978PLC020717

A FAIRFAX Company



07th November, 2016

The Manager,  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
Scrip Code: 500413  
NCPRS Script Code :715022  
NCD Scrip Code: 949099, 952673, 952674,  
952675

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

Dear Sir,

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  
NCPRS Script Code :Thomas Cook CRNCPS  
8.50% 2022  
NCD: THC10.52; Thomas Cook 9.37% 2018  
SERIES 1; Thomas Cook 9.37% 2019 SERIES  
2; Thomas Cook 9.37% 2020 SERIES 3

Fax No.: 2659 8237/38

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

The Nomination & Remuneration Committee of the Company has, vide its Resolution dated 07th November, 2016, granted 802868 Options under the Thomas Cook Employees Stock Option Plan 2013 (ESOP 2013), as per the following details:

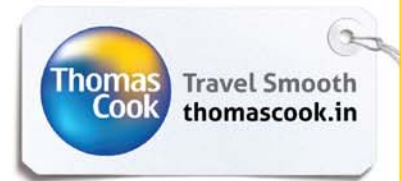
- 1) The number of shares covered in the present granting of options under the ESOP 2013 is 802868 (Eight lakh two thousand eight hundred sixty eight only)
- 2) The terms of the options is enclosed as Annexure I
- 3) The options would vest not earlier than 4 years and not later than 7 years from the date of grant of options. The exercise period would commence from the date of vesting of options and will expire on completion of 20 years from the said date of vesting.

Kindly take note of the same.

Thanking you,

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

**Amit J. Parekh**  
*Company Secretary & Compliance Officer*  
Encl.: a/a



## 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 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.

**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.