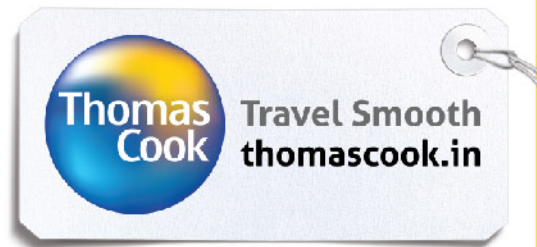


Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717

A FAIRFAX Company



26th November, 2019

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 500413
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
Fax No.: 2659 8237/38

Dear Sir,

Sub: Allotment of 7356122 equity shares of face value of Re. 1 each, being exercised by the Thomas Cook (India) Limited Employee Trust ('ESOP Trust') pursuant to Clause 38 of the Composite Scheme of Arrangement and Amalgamation amongst Thomas Cook (India) Limited (TCIL) and Travel Corporation (India) Limited (TCI) and TC Travel Services Limited (TC Travel) and TC Forex Services Limited (TC Forex) and SOTC Travel Management Private Limited (SOTCM) and Quess Corp Limited (Quess) and their respective shareholders ("Scheme").

Ref: Submission of information pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

With reference to the captioned subject this is to inform you that the Board of Directors of the Company at their meeting held on 25th November, 2019 have approved the allotment of **406329** Equity Shares under the Thomas Cook Employees Stock Option Plan 2007, **1450501** Equity Shares under the Thomas Cook Employees Stock Option Plan 2013, **72834** Equity Shares under the Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012, **1754458** Equity Shares under the Thomas Cook Employees Stock Option Scheme 2018 – EXECOM, and **3672000** Equity Shares under the Thomas Cook Employees Stock Option Scheme 2018 – Management to the Thomas Cook (India) Employee Trust ('ESOP Trust').

We herein enclose the details as necessitated vide SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September, 2015 as '**Annexure A**' and '**Annexure B**' for Thomas Cook Employees Stock Option Plan 2007, '**Annexure C**' and '**Annexure D**' for Thomas Cook Employees Stock Option Plan 2013, '**Annexure E**' and '**Annexure F**' Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012 ("SHRIL ESOS 2012"), '**Annexure G**' and '**Annexure H**' for Thomas Cook Employees Stock Option Scheme 2018 – EXECOM, '**Annexure I**' and '**Annexure J**' for Thomas Cook Employees Stock Option Scheme 2018 – Management.

This is for your information and record.

Thanking you,

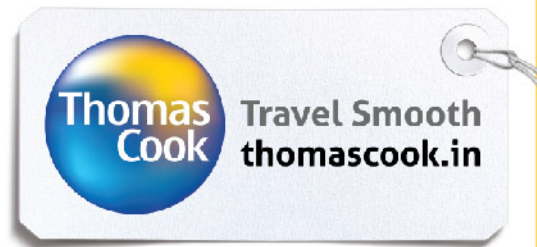
Yours faithfully,
For **Thomas Cook (India) Limited**

Amit J. Parekh
Company Secretary & Compliance Officer
ACS: 13648
11th Floor, Marathon Future X, N.M. Joshi Marg, Lower Parel, Mumbai 400 013
Encl.: a/a

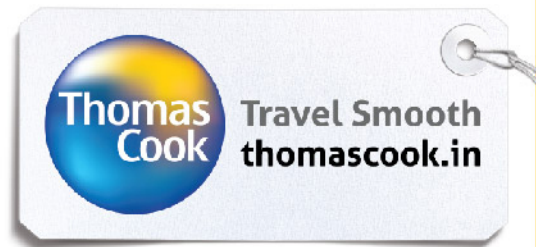
Annexure A

Disclosures about Options to purchase securities [including any Share Based Employee Benefit (SBEB) Scheme] at the time of instituting the scheme and vesting or exercise of options

Sr. No.	Disclosures	Particulars
a)	brief details of options granted	The present instance is an allotment of shares upon exercise of 406329 options of Thomas Cook Employees Stock Option Plan – 2007 by the Thomas Cook (India) Limited Employee Trust ('ESOP Trust')
b)	whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable)	Yes
c)	total number of shares covered by these options	The total number of shares covered by these options in this instance is 406329
d)	pricing formula	Since the options were Exercised on 25th November, 2019, the lowest prices of 25th November, 2019 on the BSE Limited (BSE) and the National Stock Exchange (NSE) were considered for calculating the exercise price. The lowest price of the Company (TCIL) on BSE on 25th November, 2019 was Rs. 150.05 with a turnover of 109665 shares, while the lowest price of TCIL on NSE on 25th November, 2019 was Rs. 150.20 with a turnover of 183058 shares. Since the trading volume on NSE was more on that day, closing price of NSE was considered. Hence, the Exercise Price would be Rs. 150.20 per share of Re. 1/- each.
e)	options vested	406329
f)	time within which options may be exercised	10 years from the Grant Date within which the Vested options can be exercised
g)	options exercised	406329
h)	money realized by exercise of options	Total Amount of Rs. 6,10,30,615.80 realized by exercise of options mentioned in Sr. No. (c)
i)	the total number of shares arising as a result of exercise of option	Total 406329 Equity Shares of Face Value Re. 1/- each
j)	options lapsed	5563916 (Clause 38.2 of the Composite Scheme of Arrangement and Amalgamation)
k)	variation of terms of options	(Clause 38.4 of the Composite Scheme of Arrangement and Amalgamation) On or after the Effective Date but before the Record Date 2. (i) all Outstanding ESOPs shall stand accelerated in accordance with the terms of the respective ESOP Schemes ("Acceleration"), (ii) TCIL shall, as per Section 67 of the Act, Rule 16 of Companies (Share Capital and Debenture) Rules, 2014, SEBI (Share Based Employee Benefits) Regulations 2014 ('SEBI ESOP Regulations') and other applicable provisions of the Act, SEBI ESOP Regulations and rules, regulations, circulars and notifications framed thereunder, grant an interest free loan ("ESOP Loan") to the ESOP Trust to enable the ESOP Trust to pay, the price (determined as per IT Act) towards the exercise of Outstanding ESOPs,



		<p>(iii) The ESOP Trust shall immediately on receipt of the ESOP Loan, pay the entire amount of the ESOP Loan to TCIL as payment of the price towards Outstanding ESOPs,</p> <p>(iv) TCIL shall allot equity shares of TCIL to the ESOP Trust against the Outstanding ESOPs,</p> <p>(v) the ESOP Schemes shall be subsumed under the ESOP Trust.</p>
l)	brief details of significant terms	The brief terms of the scheme for which the present allotment is being made is attached herewith as Annexure B.
m)	subsequent changes or cancellation or exercise of such options	N.A.
n)	diluted earnings per share pursuant to issue of equity shares on exercise of options	N.A.



Annexure B

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.

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.

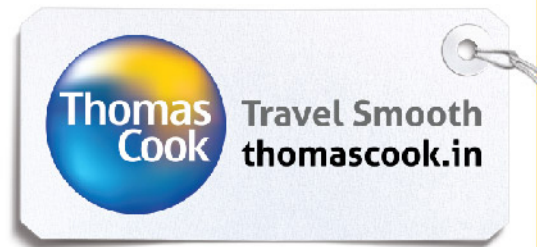
Annexure C

Disclosures about Options to purchase securities [including any Share Based Employee Benefit (SBEB) Scheme] at the time of instituting the scheme and vesting or exercise of options

Sr. No.	Disclosures	Particulars
a)	brief details of options granted	The present instance is an allotment of shares upon exercise of 1450501 options of Thomas Cook Employees Stock Option Plan 2013 by the Thomas Cook (India) Limited Employee Trust ('ESOP Trust')
b)	whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable)	Yes
c)	total number of shares covered by these options	The total number of shares covered by these options in this instance is 1450501
d)	pricing formula	Since the options were Exercised on 25th November, 2019, the lowest prices of 25th November, 2019 on the BSE Limited (BSE) and the National Stock Exchange (NSE) were considered for calculating the exercise price. The lowest price of the Company (TCIL) on BSE on 25th November, 2019 was Rs. 150.05 with a turnover of 109665 shares, while the lowest price of TCIL on NSE on 25th November, 2019 was Rs. 150.20 with a turnover of 183058 shares. Since the trading volume on NSE was more on that day, closing price of NSE was considered. Hence, the Exercise Price would be Rs. 150.20 per share of Re. 1/- each.
e)	options vested	N.A.
f)	time within which options may be exercised	Options can be exercised 20 years from the Date of each Vesting.
g)	options exercised	1450501
h)	money realized by exercise of options	Total Amount of Rs. 21,78,65,250.20/- realized by exercise of options mentioned in Sr. No. (c)
i)	the total number of shares arising as a result of exercise of option	Total 1450501 Equity Shares of Face Value Re. 1/- each
j)	options lapsed	N.A.
k)	variation of terms of options	(Clause 38.4 of the Composite Scheme of Arrangement and Amalgamation) On or after the Effective Date but before the Record Date 2. (i) all Outstanding ESOPs shall stand accelerated in accordance with the terms of the respective ESOP Schemes ("Acceleration"), (ii) TCIL shall, as per Section 67 of the Act, Rule 16 of Companies (Share Capital and Debenture) Rules, 2014, SEBI (Share Based Employee Benefits) Regulations 2014 ('SEBI ESOP Regulations') and other applicable provisions of the Act, SEBI ESOP Regulations and rules, regulations, circulars and notifications framed thereunder, grant an interest free loan ("ESOP Loan") to the ESOP Trust to enable the ESOP Trust to pay, the price (determined as per IT Act) towards the exercise of Outstanding ESOPs, (iii) The ESOP Trust shall immediately on receipt of the ESOP Loan,



		pay the entire amount of the ESOP Loan to TCIL as payment of the price towards Outstanding ESOPs, (iv) TCIL shall allot equity shares of TCIL to the ESOP Trust against the Outstanding ESOPs, (v) the ESOP Schemes shall be subsumed under the ESOP Trust.
l)	brief details of significant terms	The brief terms of the scheme for which the present allotment is being made is attached herewith as Annexure D.
m)	subsequent changes or cancellation or exercise of such options	N.A.
n)	diluted earnings per share pursuant to issue of equity shares on exercise of options	N.A.



Annexure D
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.

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

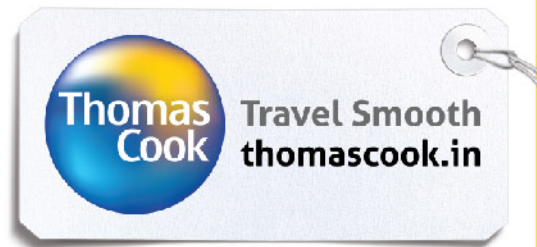
Exercise Period and process of Exercise: The Employee Stock Options granted shall be capable of being exercised within a period of 20 years from the date of Vesting of the respective Employee Stock Options.

Maximum number of Options in aggregate and per employee: The Committee shall be empowered to determine the maximum number of options to be granted per employee per grant and in aggregate.

Annexure E

Disclosures about Options to purchase securities [including any Share Based Employee Benefit (SBEB) Scheme] at the time of instituting the scheme and vesting or exercise of options

Sr. No.	Disclosures	Particulars
a)	brief details of options granted	The present instance is an allotment of shares upon exercise of 72834 options of Equity Shares under the Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012 by the Thomas Cook (India) Limited Employee Trust ('ESOP Trust')
b)	whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable)	Yes
c)	total number of shares covered by these options	The total number of shares covered by these options in this instance is 72834
d)	pricing formula	Since the options were Exercised on 25th November, 2019, the lowest prices of 25th November, 2019 on the BSE Limited (BSE) and the National Stock Exchange (NSE) were considered for calculating the exercise price. The lowest price of the Company (TCIL) on BSE on 25th November, 2019 was Rs. 150.05 with a turnover of 109665 shares, while the lowest price of TCIL on NSE on 25th November, 2019 was Rs. 150.20 with a turnover of 183058 shares. Since the trading volume on NSE was more on that day, closing price of NSE was considered. Hence, the Exercise Price would be Rs. 150.20 per share of Re. 1/- each.
e)	options vested	72834
f)	time within which options may be exercised	5 years from the date of Vesting.
g)	options exercised	72834
h)	money realized by exercise of options	Total Amount of Rs. 1,09,39,666.80 realized by exercise of options mentioned in Sr. No. (c)
i)	the total number of shares arising as a result of exercise of option	Total 72834 Equity Shares of Face Value Re. 1/- each
j)	options lapsed	134556 (Clause 38.2 of the Composite Scheme of Arrangement and Amalgamation)
k)	variation of terms of options	(Clause 38.4 of the Composite Scheme of Arrangement and Amalgamation) On or after the Effective Date but before the Record Date 2. (i) all Outstanding ESOPs shall stand accelerated in accordance with the terms of the respective ESOP Schemes ("Acceleration"), (ii) TCIL shall, as per Section 67 of the Act, Rule 16 of Companies (Share Capital and Debenture) Rules, 2014, SEBI (Share Based Employee Benefits) Regulations 2014 ('SEBI ESOP Regulations') and other applicable provisions of the Act, SEBI ESOP Regulations and rules, regulations, circulars and notifications framed thereunder, grant an interest free loan ("ESOP Loan") to the ESOP Trust to enable the ESOP Trust to pay, the price (determined as per IT Act) towards the exercise of Outstanding



		<p>ESOPs,</p> <p>(iii) The ESOP Trust shall immediately on receipt of the ESOP Loan, pay the entire amount of the ESOP Loan to TCIL as payment of the price towards Outstanding ESOPs,</p> <p>(iv) TCIL shall allot equity shares of TCIL to the ESOP Trust against the Outstanding ESOPs,</p> <p>(v) the ESOP Schemes shall be subsumed under the ESOP Trust.</p>
l)	brief details of significant terms	The brief terms of the scheme for which the present allotment is being made is attached herewith as Annexure F.
m)	subsequent changes or cancellation or exercise of such options	N.A.
n)	diluted earnings per share pursuant to issue of equity shares on exercise of options	N.A.



Annexure F

Brief terms of the Sterling Holiday Resorts (India) Limited Employee Stock Option Scheme 2012 ("SHRIL ESOS 2012")

Purpose of the Plan:

The purpose of the SHRIL ESOS 2012 is to provide the employees with an additional incentive in the form of Options to receive the equity shares of the Company at a future date. The ESOS is aimed at further motivating and retaining the employees and thereby increasing the profitability of the Company.

Vesting of Options: Subject to the provisions of SHRIL ESOS 2012 and the SEBI ESOP Guidelines, the options granted under the Scheme shall vest in accordance with the following schedule:

Grant I dated 24th January 2013

- 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 II dated 30th July 2014

- i) 1/4th of the total options granted shall vest on the first anniversary of the grant date;
- ii) further 1/4th of the total options granted shall vest on the second anniversary of the grant date;
- iii) further 1/4th of the total options granted shall vest on the third anniversary of the grant date;
- iv) balance 1/4th of the total options granted shall vest on the fourth anniversary of the grant date;

Grant date means the date on which the Options are granted to the eligible employees by the Company/ Committee under the Scheme.

Exercise Price:

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 ICDR Regulation 2009 or the Market price (as defined in the Guidelines), whichever is more.

The Exercise price of Rs 96.00 for Grant I was fixed by the Board of Directors of Sterling Holiday Resorts (India) Limited at its meeting held on 24th January 2013.

The Exercise price of Rs 130.15 for Grant I was fixed by the Board of Directors of Sterling Holiday Resorts (India) Limited at its meeting held on 30th July 2014

As per point 15.3.2 of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Ltd. (SHRIL) and Thomas Cook Insurance Services (India) Ltd (TCISIL), and Thomas Cook (India) Ltd. (TCIL) the SHRIL ESOS 2012 was taken over by TCIL.

The revised Exercise price for Grant I – Rs. 80.00 and for Grant II – 108.46

Exercise Period and process of Exercise: Subject to the terms of the Scheme and SEBI ESOP Guidelines, the option holder will have a period of 5 years from the date of which the Options have vested, 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 Scheme shall not exceed 4,30,326 (Four Lakh thirty thousand three hundred and twenty six) Shares of Re. 1/- each of the Company. The maximum number of shares that may be issued pursuant to exercise of Options to each employee shall not exceed 1% of issued Equity Capital at the time of granting the options.

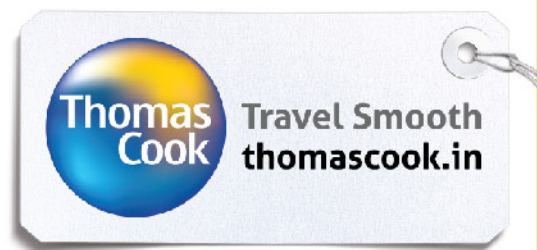
Annexure G

Disclosures about Options to purchase securities [including any Share Based Employee Benefit (SBEB) Scheme] at the time of instituting the scheme and vesting or exercise of options

Sr. No.	Disclosures	Particulars
a)	brief details of options granted	The present instance is an allotment of shares upon exercise of 1754458 Equity Shares under the Thomas Cook Employees Stock Option Scheme 2018 – EXECOM by the Thomas Cook (India) Limited Employee Trust ('ESOP Trust')
b)	whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable)	Yes
c)	total number of shares covered by these options	The total number of shares covered by these options in this instance is 1754458
d)	pricing formula	Since the options were Exercised on 25th November, 2019, the lowest prices of 25th November, 2019 on the BSE Limited (BSE) and the National Stock Exchange (NSE) were considered for calculating the exercise price. The lowest price of the Company (TCIL) on BSE on 25th November, 2019 was Rs. 150.05 with a turnover of 109665 shares, while the lowest price of TCIL on NSE on 25th November, 2019 was Rs. 150.20 with a turnover of 183058 shares. Since the trading volume on NSE was more on that day, closing price of NSE was considered. Hence, the Exercise Price would be Rs. 150.20 per share of Re. 1/- each.
e)	options vested	N.A.
f)	time within which options may be exercised	20 years from the Vesting Date within which the Vested options can be exercised
g)	options exercised	1754458
h)	money realized by exercise of options	Total Amount of Rs.26,35,19,591.60 realized by exercise of options mentioned in Sr. No. (c)
i)	the total number of shares arising as a result of exercise of option	Total 1754458 Equity Shares of Face Value Re. 1/- each
j)	options lapsed	N.A.
k)	variation of terms of options	(Clause 38.4 of the Composite Scheme of Arrangement and Amalgamation) On or after the Effective Date but before the Record Date 2. (i) all Outstanding ESOPs shall stand accelerated in accordance with the terms of the respective ESOP Schemes ("Acceleration"), (ii) TCIL shall, as per Section 67 of the Act, Rule 16 of Companies (Share Capital and Debenture) Rules, 2014, SEBI (Share Based Employee Benefits) Regulations 2014 ('SEBI ESOP Regulations') and other applicable provisions of the Act, SEBI ESOP Regulations and rules, regulations, circulars and notifications framed thereunder, grant an interest free loan ("ESOP Loan") to the ESOP Trust to enable the ESOP Trust to pay, the price (determined as per IT Act) towards the exercise of Outstanding ESOPs, (iii) The ESOP Trust shall immediately on receipt of the ESOP



		Loan, pay the entire amount of the ESOP Loan to TCIL as payment of the price towards Outstanding ESOPs, (iv) TCIL shall allot equity shares of TCIL to the ESOP Trust against the Outstanding ESOPs, (v) the ESOP Schemes shall be subsumed under the ESOP Trust.
l)	brief details of significant terms	The brief terms of the scheme for which the present allotment is being made is attached herewith as Annexure H.
m)	subsequent changes or cancellation or exercise of such options	N.A.
n)	diluted earnings per share pursuant to issue of equity shares on exercise of options	N.A.



Annexure H

Brief terms of the Thomas Cook Employees Stock Option Scheme 2018 - EXECOM (ESOP 2018 – EXECOM)

Purpose of the Plan:

The objective of the ESOP 2018 EXECOM is to reward the EXECOM 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: 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.

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

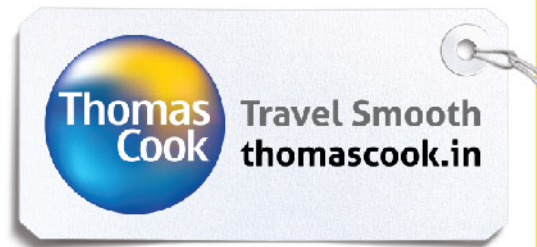
Exercise Period and process of Exercise: Subject to the terms of the Plan and the SEBI SBEB Regulations, 20 years from the date of Vesting of the respective Employee Stock Options. Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company or through permitted banking channel, or in such other manner as the Committee may permit.

Maximum number of Options in aggregate and per employee: Maximum number of shares that may be issued pursuant to exercise of Options Granted to an eligible employee shall be in accordance with relevant regulations in force at the time of grant, and to all eligible employees under this Scheme, shall not exceed 1754458 options convertible into 1754458 equity shares of face value of Re. 1 each of the Company subject to such fair and reasonable adjustment that may be necessitated pursuant to any future corporate action.

Annexure I

Disclosures about Options to purchase securities [including any Share Based Employee Benefit (SBEB) Scheme] at the time of instituting the scheme and vesting or exercise of options

Sr. No.	Disclosures	Particulars
a)	brief details of options granted	The present instance is an allotment of shares upon exercise of 3672000 Equity Shares under the Thomas Cook Employees Stock Option Scheme 2018 – Management by the Thomas Cook (India) Limited Employee Trust ('ESOP Trust')
b)	whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable)	Yes
c)	total number of shares covered by these options	The total number of shares covered by these options in this instance is 3672000
d)	pricing formula	Since the options were Exercised on 25th November, 2019, the lowest prices of 25th November, 2019 on the BSE Limited (BSE) and the National Stock Exchange (NSE) were considered for calculating the exercise price. The lowest price of the Company (TCIL) on BSE on 25th November, 2019 was Rs. 150.05 with a turnover of 109665 shares, while the lowest price of TCIL on NSE on 25th November, 2019 was Rs. 150.20 with a turnover of 183058 shares. Since the trading volume on NSE was more on that day, closing price of NSE was considered. Hence, the Exercise Price would be Rs. 150.20 per share of Re. 1/- each.
e)	options vested	N.A
f)	time within which options may be exercised	10 years from the Vesting Date within which the Vested options can be exercised
g)	options exercised	3672000
h)	money realized by exercise of options	Total Amount of Rs. 55,15,34,400.00 realized by exercise of options mentioned in Sr. No. (c)
i)	the total number of shares arising as a result of exercise of option	Total 3672000 Equity Shares of Face Value Re. 1/- each
j)	options lapsed	N.A.
k)	variation of terms of options	(Clause 38.4 of the Composite Scheme of Arrangement and Amalgamation) On or after the Effective Date but before the Record Date 2. (i) all Outstanding ESOPs shall stand accelerated in accordance with the terms of the respective ESOP Schemes ("Acceleration"), (ii) TCIL shall, as per Section 67 of the Act, Rule 16 of Companies (Share Capital and Debenture) Rules, 2014, SEBI (Share Based Employee Benefits) Regulations 2014 ('SEBI ESOP Regulations') and other applicable provisions of the Act, SEBI ESOP Regulations and rules, regulations, circulars and notifications framed thereunder, grant an interest free loan ("ESOP Loan") to the ESOP



		<p>Trust to enable the ESOP Trust to pay, the price (determined as per IT Act) towards the exercise of Outstanding ESOPs,</p> <p>(iii) The ESOP Trust shall immediately on receipt of the ESOP Loan, pay the entire amount of the ESOP Loan to TCIL as payment of the price towards Outstanding ESOPs,</p> <p>(iv) TCIL shall allot equity shares of TCIL to the ESOP Trust against the Outstanding ESOPs,</p> <p>(v) the ESOP Schemes shall be subsumed under the ESOP Trust.</p>
l)	brief details of significant terms	The brief terms of the scheme for which the present allotment is being made is attached herewith as Annexure J.
m)	subsequent changes or cancellation or exercise of such options	N.A.
n)	diluted earnings per share pursuant to issue of equity shares on exercise of options	N.A.



Annexure J

Brief terms of the Thomas Cook Employees Stock Option Scheme 2018- Management (ESOP 2018 – Management)

Purpose of the Plan: The purpose of this scheme is to reward and retain the employees of the Company and the subsidiary Companies of the Company under its control for high levels of individual performance and for exceptional efforts to improve the financial performance of the respective subsidiary companies, which will ultimately contribute to the success of the Company..

Vesting of 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.

Exercise Price: The exercise price of the vested option shall be 50% of the Market price as defined under the SEBI Regulations.

Exercise Period and process of Exercise: The option holder will have a period of 10 years from the date on which the Options are vested, within which the vested options can be exercised.

Maximum number of Options in aggregate and per employee: Maximum number of shares that may be issued pursuant to exercise of Options Granted to an eligible employee shall be in accordance with relevant regulations in force at the time of grant, and to all eligible employees under this scheme, shall not exceed 3672000 options convertible into 3672000 equity shares of face value of Re. 1 each of the Company subject to such fair and reasonable adjustment that may be necessitated pursuant to any future corporate action.