

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

16th September, 2015

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,

Sub: Compliance as per sub clause (c) of clause 35 of Listing Agreement

Enclosed please find the Shareholding Pattern of the Company as per sub clause (c) of Clause 35 in the prescribed format as on 8th September, 2015.

Please note that this shareholding pattern is filed as the Board of Directors of the Company has allotted 44230000 equity shares of Re. 1/- each of the Company to Fairbridge Capital (Mauritius) Limited (FCML), Promoter of the Company, on 8th September, 2015, pursuant to FCML's exercise of right of conversion of balance 4423000 Compulsorily Convertible Preference Shares of Rs. 10/- each (CCPS) into equity shares.


With this conversion there are no outstanding CCPS in the Company and total 6250000 CCPS stands converted into equity shares (4423000 CCPS converted on 8th September, 2015 into 44230000 equity shares of Re. 1/- each and 1827000 CCPS already converted on 9th March, 2015 into 18270000 equity shares of Re. 1/- each of the Company).

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
for Thomas Cook (India) Limited


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

Encl.: a/a


Holidays | Foreign Exchange | Business Travel | Visas | Insurance

Registered Office: Thomas Cook (India) Ltd. Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai - 400 001.
Email id: enquiry@in.thomascook.com CIN No.: L63040MH1978PLC020717
www.thomascook.in

CLAUSE 35 OF EQUITY LISTING AGREEMENT
CI-35 report: (I) (a) Statement showing Shareholding Pattern
THOMAS COOK (INDIA) LIMITED
Scrip Code : 500413 Scrip Symbol : THOMASCOOK
Effective Date : 08-SEPT-2015

Class of security: Equity

| Partly paid-up shares:- | | No. of partly paid-up shares | As a % of total no. of partly paid-up shares | As a % of total no. of shares of the company | | | | |
|--|--|-------------------------------|---|--|--|----------------------------------|--|--|
| Held by Promoter / Promoters Group | | 0 | 0 | 0 | | | | |
| Held by public | | 0 | 0 | 0 | | | | |
| Total | | 0 | 0 | 0 | | | | |
| Outstanding convertible securities:- | | No. of outstanding securities | As a % of total No. of outstanding convertible securities | As a % of total no. of shares of the company, assuming full conversion of the convertible securities | | | | |
| Held by Promoter / Promoters Group | | 0 | 0.00 | 0.00 | | | | |
| Held by public : | | 0 | 0.00 | 0.00 | | | | |
| Total | | 0 | 0.00 | 0.00 | | | | |
| Warrants:- | | No. of warrants | As a % of total no. of warrants | As a % of total no. of shares of the company, assuming full conversion of warrants | | | | |
| Held by Promoter / Promoters Group | | 0 | 0 | 0 | | | | |
| Held by public | | 0 | 0 | 0 | | | | |
| Total | | 0 | 0 | 0 | | | | |
| Total paid-up capital of the company assuming full conversion of warrants and convertible securities * | | | 36,57,11,259 | | | | | |
| Category code (I) | Category of Shareholder (II) | Number of shareholders (III) | Total number of shares (IV) | Number of shares held in dematerialised form (V) | Total Shareholding as a percentage of total number of shares | | Total Shareholding as a percentage of total number of shares | |
| | | | | | As a percentage of (A+B) (VI) | As a percentage of (A+B+C) (VII) | Number of shares (VIII) | As a Percentage (IX)=(VIII) / (IV)*100 |
| (A) | Shareholding of Promoter and Promoter Group | | | | | | | |
| (1) | Indian | | | | | | | |
| (a) | Individuals / Hindu Undivided Family | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (b) | Central Government / State Governments(s) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (c) | Bodies Corporate | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (d) | Financial Institutions / Banks | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (e) | Any other (specify) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| | Sub-Total (A) (1) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (2) | Foreign | | | | | | | |
| (a) | Individuals (Non-Resident Individuals/Foreign Individuals) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (b) | Bodies Corporate | 3 | 24,81,53,725 | 24,81,53,725 | 67.86 | 67.86 | 0 | 0.00 |
| (c) | Institutions | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (d) | Qualified Foreign Investor | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (d) | Any Other (specify) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| | Sub-Total (A) (2) | 3 | 24,81,53,725 | 24,81,53,725 | 67.86 | 67.86 | 0 | 0.00 |
| | Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2) | 3 | 24,81,53,725 | 24,81,53,725 | 67.86 | 67.86 | 0 | 0.00 |
| (B) | Public Shareholding | | | | | | | |
| (1) | Institutions | | | | | | | |
| (a) | Mutual Funds / UTI | 60 | 2,82,69,624 | 2,82,60,084 | 7.73 | 7.73 | | |
| (b) | Financial Institutions / Banks | 18 | 67,214 | 57,654 | 0.02 | 0.02 | | |
| (c) | Central Government / State Governments(s) | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (d) | Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (e) | Insurance Companies | 1 | 63,33,494 | 63,33,494 | 1.73 | 1.73 | | |
| (f) | Foreign Institutional Investors | 51 | 2,65,49,083 | 2,65,43,058 | 7.26 | 7.26 | | |
| (g) | Foreign Venture Capital Investors | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (h) | Qualified Foreign Investor | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (i) | Any Other (Specify) | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (i) | Foreign Portfolio Investors (corp) | 12 | 44,55,926 | 44,55,926 | 1.22 | 1.22 | | |
| | Sub-Total (B) (1) | 142 | 6,56,75,341 | 6,56,50,216 | 17.96 | 17.96 | | |
| (2) | Non-Institutions | | | | | | | |
| (a) | Bodies Corporate | 1,108 | 1,38,19,909 | 1,37,46,837 | 3.78 | 3.78 | | |
| (b) | Individuals | | | | | | | |
| (i) | Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh | 47,734 | 3,17,08,131 | 2,83,78,214 | 8.67 | 8.67 | | |
| (ii) | Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh | 17 | 62,38,167 | 62,38,167 | 1.71 | 1.71 | | |
| (c) | Qualified Foreign Investor | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (d) | Any Other (Specify) | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (i) | Trust | 9 | 15,491 | 9,491 | 0.00 | 0.00 | | |
| (ii) | Directors & their relatives | 2 | 1,00,496 | 1,00,496 | 0.03 | 0.03 | | |
| | Sub-total (B) (2) | 48,870 | 5,18,82,193 | 4,84,73,204 | 14.19 | 14.19 | | |
| | Total Public Shareholding (B) = (B)(1)+(B)(2) | 49,012 | 11,75,57,534 | 11,41,23,420 | 32.14 | 32.14 | | |
| | TOTAL (A)+(B) | 49,015 | 36,57,11,259 | 36,22,77,145 | 100.00 | 100.00 | | |
| (C) | Shares held by Custodians against which DRs are issued (GDR) | | | | | | | |
| (1) | Promoter and Promoter Group | 0 | 0 | 0 | 0.00 | 0.00 | | |
| (2) | Public | 0 | 0 | 0 | 0.00 | 0.00 | | |
| | GRAND TOTAL (A)+(B)+(C) | 49,015 | 36,57,11,259 | 36,22,77,145 | 100.00 | 100.00 | 0 | 0.00 |

*Outstanding Convertible Securities do not include any stock options issued by the Company, whether vested or otherwise.

Note:

The grand total number of 365711259 equity shares of Re.1/- each includes 48657929 equity shares of of Re. 1/- each which were allotted by the Board of the Company to the shareholders of Sterling Holiday Resorts (India) Limited pursuant to the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Limited ("SHRIL") and Thomas Cook Insurance Services (India) Limited ("TCISIL") and Thomas Cook (India) Limited ("TCIL") and their respective shareholders and creditors, approved by Hon'ble High Court of Bombay by Order dated 2nd July, 2015 and these 48657929 equity shares of Re. 1/- each are yet to be credited into demat accounts of allottees as on 8th September, 2015.

Further, the grand total number of 365711259 equity shares of Re.1/- each also includes 44230000 equity shares of Re.1/- each allotted to Fairbridge Capital Mauritius Limited, Promoter, on conversion of 4423000 Non Cumulative fully Convertible Preference Shares of Rs. 10/- each, which are yet to be credited into demat account of allottee as on 8th September, 2015.



CLAUSE 35 OF EQUITY LISTING AGREEMENT

THOMAS COOK (INDIA) LIMITED

(I) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Scrip Code : 500413

Scrip Symbol : THOMASCOOK

Class of security: Equity

Effective Date : 08-SEPT-2015

| Sr. No. (I) | Name of the Shareholder (II) | Details of Shares Held | | Encumbered Shares | | | Details of warrants | | Details of convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|--------------|----------------------------------|-----------------------------|--|-------------------|-------------------------------------|--|--------------------------------|--|---|--|--|
| | | Number of Shares held (III) | As a % of grand total (A)+(B)+(C) (IV) | No. (V) | As a percentage (VI)=(V)/(III)* 100 | As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) (VII) | Number of warrants held (VIII) | As a % total number of warrants of the same class (IX) | Number of convertible securities held (X) | As a % total number of convertible securities of the same class (XI) | (XII) |
| 1 | Fairbridge Capital Mauritius Ltd | 22182276 | 6.07 | 0 | 0.00 | 0.00 | 0 | 0.00 | 0 | 0.00 | 6.07 |
| 2 | Fairbridge Capital Mauritius Ltd | 163471449 | 44.70 | 0 | 0.00 | 0.00 | 0 | 0.00 | 0 | 0.00 | 44.70 |
| 3 | Fairbridge Capital Mauritius Ltd | 62500000 | 17.09 | 0 | 0.00 | 0.00 | 0 | 0.00 | 0 | 0.00 | 17.09 |
| TOTAL | | 248153725 | 67.86 | 0 | 0.00 | 0.00 | 0 | 0.00 | 0 | 0.00 | 67.86 |

(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

| Sr. No. | Name of the Shareholder | Number of Shares held | Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above) | Details of warrants | | Details of Convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|--------------|---|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
| | | | | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | |
| 1 | ICICI PRUDENTIAL LIFE INSURANCE CO. LTD | 63,33,494 | 1.73 | 0 | 0.00 | 0 | 0.00 | 1.73 |
| 2 | INDIA CAPITAL FUND LIMITED | 32,57,692 | 0.89 | 0 | 0.00 | 0 | 0.00 | 0.89 |
| 3 | KOTAK MAHINDRA (INTERNATIONAL) LIMITED | 43,59,365 | 1.19 | 0 | 0.00 | 0 | 0.00 | 1.19 |
| TOTAL | | 13950551 | 3.81 | 0 | 0.00 | 0 | 0.00 | 3.81 |

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company

| Sr. No. | Name(s) of the Shareholder(s) and the Persons Acting in Concert (PAC) with them | Number of Shares held | Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above) | Details of warrants | | Details of Convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|--------------|---|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
| | | | | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class | |
| 1 | -----N.A.----- | | | | | | | |
| TOTAL | | | | | | | | |



(I) (d) Statement showing details of locked-in-shares

| Sr. No. | Name of the Shareholder | Number of Locked-in Shares | Locked-in shares as a (%) percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above) | Promoter / Promoter Group / Public |
|--------------|----------------------------------|----------------------------|--|------------------------------------|
| 1 | Fairbridge Capital Mauritius Ltd | 6,25,00,000 | 17.09 | Promoter |
| 2 | Fairbridge Capital Mauritius Ltd | 16,34,71,449 | 44.70 | Promoter |
| 3 | Fairbridge Capital Mauritius Ltd | 2,21,82,276 | 6.07 | Promoter |
| TOTAL | | 24,81,53,725 | 67.86 | |

(II) (a) Statement showing details of Depository Receipts (DRs)

| Sr. No. | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of outstanding DRs | Number of Shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above) |
|----------------|---|---------------------------|---|---|
| -----N.A.----- | | | | |
| TOTAL | | | | |

(II) (b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by 'Promoter / Promoter group' are in excess of 1% of the total number of shares

| Sr. No. | Name of the DR Holder | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of Shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above) |
|----------------|-----------------------|---|---|---|
| -----N.A.----- | | | | |
| TOTAL | | | | |



Name of the Company : THOMAS COOK (INDIA) LIMITED
Scrip Code : 500413 Scrip Symbol : THOMASCOOK
Effective Date : 08-SEPT-2015

(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer

| Category code (I) | Category of Shareholder (II) | Number of Voting Rights held in each class of securities | | | Total Voting Rights (III+IV+V) (VI) | Total Voting Rights i.e. (VI) | |
|-------------------|--|--|--------------|-------------|-------------------------------------|--------------------------------|-----------------------------------|
| | | Class B (III) | Class C (IV) | Class D (V) | | As a percentage of (A+B) (VII) | As a percentage of (A+B+C) (VIII) |
| (A) | Shareholding of Promoter and Promoter Group | | | | | | |
| (1) | Indian | | | | | | |
| (a) | Individuals / Hindu Undivided Family | | | | | | |
| (b) | Central Government / State Governments(s) | | | | | | |
| (c) | Bodies Corporate | | | | | | |
| (d) | Financial Institutions / Banks | | | | | | |
| (e) | Any Other (Specify) | | | | | | |
| | Sub-Total (A) (1) | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| (2) | Foreign | | | | | | |
| (a) | Individuals (Non-Resident Individuals / Foreign Individuals) | | | | | | |
| (b) | Bodies Corporate | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| (c) | Institutions | | | | | | |
| (d) | Any Other (specify) | | | | | | |
| | Sub-Total (A) (2) | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2) | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| (B) | Public Shareholding | | | | | | |
| (1) | Institutions | | | | | | |
| (a) | Mutual Funds / UTI | | | | | | |
| (b) | Financial Institutions / Banks | | | | | | |
| (c) | Central Government / State Governments(s) | | | | | | |
| (d) | Venture Capital Funds | | | | | | |
| (e) | Insurance Companies | | | | | | |
| (f) | Foreign Institutional Investors | | | | | | |
| (g) | Foreign Venture Capital Investors | | | | | | |
| (h) | Any Other (specify) | | | | | | |
| | Sub-Total (B) (1) | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| (2) | Non-Institutions | | | | | | |
| (a) | Bodies Corporate | | | | | | |
| (b) | Individuals - | | | | | | |
| i | Individual shareholders holding nominal share capital upto Rs. 1 lakh | | | | | | |
| ii | Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | | | | | | |
| (c) | Any Other (specify) | | | | | | |
| | Sub-total (B) (2) | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total Public Shareholding (B) = (B)(1)+(B)(2) | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL (A)+(B) | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | | | |
| | GRAND TOTAL (A)+(B)+(C) | 0 | 0 | 0 | 0 | 0.00 | 0.00 |

