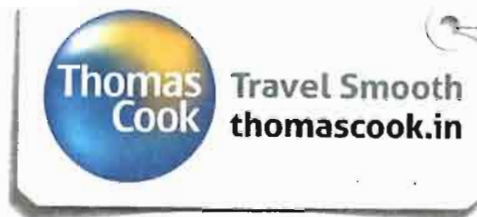


Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400 001
Tel.: +91-22-6160 3333
Fax No.: +91-22-2287 1069



A FAIRFAX Company

12th 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,

Re: Compliance as per Sub - Clause (c) of Clause 35 of Listing Agreement

With reference to the above, upon allotment of 4,86,57,929 equity shares 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 ("Scheme"), approved by Hon'ble High Court of Bombay vide Order dated 2nd July, 2015, please find enclosed the shareholding pattern as per sub-clause (c) of Clause 35 of the Listing Agreement in the prescribed format as on 3rd September, 2015 .

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Thomas Cook (India) Limited

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

Encl.: a/a

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

Class of security: Equity

Effective Date : 03-SEPT-2015

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								
4423000 * 0.001% Non Cumulative fully Convertible Preference Shares of Rs. 10/- each		44230000	100.00	12.09				
Held by public :		0						
Total		44230000	100.00	12.09				
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 *			365,711,259					
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)							
	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	203,923,725	203,923,725	63.43	63.43	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	203,923,725	203,923,725	63.43	63.43	0	0.00
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	3	203,923,725	203,923,725	63.43	63.43	0	0.00
(B)	Public Shareholding							
(1)	Institutions							
(a)	Mutual Funds / UTI	60	28,269,624	28,260,084	8.79	8.79		
(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	6,333,494	6,333,494	1.97	1.97		
(f)	Foreign Institutional Investors	51	26,549,083	26,543,058	8.26	8.26		
(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)							
(i)	Foreign Portfolio Investors (corp)	12	4,455,926	4,455,926	1.39	1.39		
	Sub-Total (B) (1)	142	65,675,341	65,650,216	20.43	20.43		
(2)	Non-Institutions							
(a)	Bodies Corporate	1,108	13,819,909	13,746,837	4.30	4.30		
(b)	Individuals							
(i)	Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh	47,734	31,708,131	28,378,214	9.86	9.86		
(ii)	Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	17	6,238,167	6,238,167	1.94	1.94		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other (Specify)							
(i)	Trust	9	15,491	9,491	0.00	0.00		
(ii)	Directors & their relatives	2	100,495	100,495	0.03	0.03		
	Sub-total (B) (2)	48,870	51,882,193	48,473,204	16.14	16.14		
	Total Public Shareholding (B) = (B)(1)+(B)(2)	49,012	117,557,534	114,123,420	36.57	36.57		
	TOTAL (A)+(B)	49,015	321,481,259	318,047,145	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	321,481,259	318,047,145	100.00	100.00	0	0.00

* 365711259 = 321481259 equity shares of Re. 1/- each + 4423000 0.001% Non Cumulative fully Convertible Preference Shares of Rs. 10/- each convertible into 44230000 equity shares of Re.1/- each; Outstanding Convertible Securities do not include any stock options issued by the Company, whether vested or otherwise.



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 : 03-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	6.90	C	0.00	0.00	0	0.00	44230000	100.00	18.16
2	Fairbridge Capital Mauritius Ltd	163471449	50.85	C	0.00	0.00	0	0.00	0	0.00	44.70
3	Fairbridge Capital Mauritius Ltd	18270000	5.68	C	0.00	0.00	0	0.00	0	0.00	5.00
TOTAL		203923725	63.43	C	0.00	0.00	0	0.00	44230000	100.00	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	ICCI PRUDENTIAL LIFE INSURANCE CO. LTD	6,333,494	1.97	0	0.00	0	0.00	1.73
2	INDIA CAPITAL FUND LIMITED	3,257,692	1.01	0	0.00	0	0.00	0.89
3	KOTAK MAHINDRA (INTERNATIONAL) LIMITED	4,359,365	1.36	0	0.00	0	0.00	1.19
TOTAL		13950551	4.34	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	18,270,000	5.68	Promoter
2	Fairbridge Capital Mauritius Ltd	163,471,449	50.85	Promoter
3	Fairbridge Capital Mauritius Ltd	22,182,276	6.90	Promoter
	TOTAL	203,923,725	63.43	

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

Sr. No.	Type of outstanding DR (ADRs, CDRs, 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 : 03-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	4423000	4423000	100.00	100.00
(c)	Institutions						
(d)	Any Other (specify)						
	Sub-Total (A) (2)	0	0	4423000	4423000	100.00	100.00
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	0	0	4423000	4423000	100.00	100.00
(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	4423000	4423000	100.00	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
	GRAND TOTAL (A)+(B)+(C)	0	0	4423000	4423000	100.00	100.00

Note

Class D = 0.001% Non Cumulative Convertible Preference Shares of Rs. 10/- each fully paidup.

