

Annexure
Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Thomas Cook (India) Limited (“TCIL”)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Fairbridge Capital (Mauritius) Limited (“FCML”)		
Whether the acquirer belongs to Promoter/Promoter group	Yes, FCML is the promoter of TCIL.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)

Before the acquisition under consideration, holding of (Acquirer and PAC):	Combined shareholding of Acquirer and PACs in the TC.		
a) Shares carrying voting rights	20,39,23,725 equity shares	74.75% of the total paid up equity share capital of the TC prior to allotment of shares to the shareholders of Sterling Holiday Resorts (India) Limited ("Allotment")	64.32% of the total diluted share capital of the TC prior to Allotment
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	4,423,000 compulsorily convertible preference shares##	-	The CCPS shall upon conversion represent 13.95% of the total diluted share capital of the TC prior to Allotment.
e) Total (a+b+c+d)	20,39,23,725 equity Shares and 4,423,000 compulsorily convertible preference shares	74.75% of the total paid up equity share capital of the TC prior to Allotment.	64.32% of the total diluted share capital of the TC prior to Allotment. The CCPS shall upon conversion represent 13.95% of the total diluted share capital of the TC prior to Allotment.

<p>Details of acquisition/sale</p> <p>f) Shares carrying voting rights acquired/sold</p> <p>g) VRs acquired /sold otherwise than by shares</p> <p>h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold</p> <p>i) Shares encumbered / invoked/released by the acquirer</p> <p>j) Total (a+b+c+/-d)</p>	<p>There has been no acquisition or sale by FCML. There has been a dilution in the shareholding percentage of FCML because of the allotment of shares to the shareholders of Sterling Holiday Resorts (India) Limited (“SHRIL”) vide board resolution dated September 3, 2015 pursuant to the composite scheme of arrangement and amalgamation between SHRIL and TC and their respective creditors and scheme approved by the Hon’ble High Court of Bombay vide order dated July 2, 2015.</p>		
	-	-	-
	-	-	-
	-	-	-
	-	-	-
	-	-	-
<p>After the acquisition/sale, holding of:</p> <p>e) Shares carrying voting rights</p>	<p>20,39,23,725 equity shares</p>	<p>63.43% of the total paid up equity share capital of</p>	<p>55.76% of the total diluted share capital of the TC</p>

		the TC post Allotment.	post Allotment.
f) Shares encumbered with the acquirer	-	-	-
g) VRs otherwise than by shares	-	-	-
h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	4,423,000 compulsorily convertible preference shares	-	The CCPS shall upon conversion represent 12.09% of the total diluted share capital of the TC post Allotment.
i) Total (a+b+c+d)	20,39,23,725 equity shares and 4,423,000 compulsorily convertible preference shares	63.43% of the total paid up equity share capital of the TC post Allotment.	55.76% of the total diluted share capital of the TC post Allotment. The CCPS shall upon conversion represent 12.09% of the total diluted share capital of the TC post Allotment.
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	There has been an Allotment of 4,86,57,929 equity shares of Re. 1 to the shareholders of SHRIL vide board resolution dated September 3, 2015 pursuant to the composite scheme of arrangement and amalgamation between SHRIL and TC and their respective creditors and scheme approved by the Hon'ble High Court of Bombay vide order dated July 2, 2015. Pursuant to such allotment, the shareholding percentage of FCML has been diluted from 74.75% to 63.43%.		
Date of receipt of intimation of allotment of shares, whichever is applicable	September 3, 2015		
Equity share capital / total voting capital of the TC before the said acquisition / sale	27,28,23,330 equity shares having a face value of Re. 1 each [add a footnote about 92,503 shares having been allotted by TCIL pursuant to ESOP scheme post last quarter shareholding		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	32,14,81,259 equity shares having a face value of Re. 1 each		
Total diluted share/voting capital of the TC after the said acquisition	36,57,11,259 equity shares having a face value of Re. 1 each		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

FCML also holds 4,423,000 compulsorily convertible preference shares ("CCPS") in TCIL, acquired by FCML by way of a preferential allotment and the said CCPS do not carry any voting rights. Further, pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, the said CCPS will convert no later than 18 months from the date of allotment whereby

allotment whereby each CCPS shall convert into 10 equity shares of TCIL. However, the said CCPS shall be converted into equity shares of TCIL in accordance with the provisions of applicable law, including minimum public shareholding requirements. Further, FCML has undertaken that it would not breach the threshold of 75% equity share capital in TCIL as prescribed under clause 40A of the listing agreement upon the conversion of the CCPS due to the following:

- (a) Pursuant to a proposed scheme of arrangement and amalgamation between TCIL, Thomas Cook Insurance Services (India) Limited (a wholly owned subsidiary of TCIL) and SHRIL, TCIL would be allotting its equity shares to the shareholders of SHRIL thereby diluting FCML's shareholding in TCIL to an extent that sufficient headroom would be created for conversion of the CCPS such that FCML continues to hold equal to or less than 75% in TCIL; or
- (b) If the composite scheme is not effective by the last due date for conversion of the CCPS, then the promoter would undertake other measures such as dilution to its existing equity shares, allotting equity shares to non-promoters etc. to ensure that its holding in TCIL does not exceed 75% of the share capital of TCIL on conversion of such CCPS.



Signature of the acquirer / seller / Authorised Signatory

Place: Mauritius

Date: September 7, 2015
