

Thomas Cook (India) Ltd.
Thomas Cook Building, Dr. D. N. Road,
Fort, Mumbai - 400 001
Board: +91-22-6160 3333

A **FAIRFAX** Company



A **FAIRFAX** Company

28th August, 2015

Mr. Vinod Koyande,
Listing Compliance
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 500413
NCD Scrip Code: 949099
Fax No.: 2272 2037/39/41/61

Dear Sir,

Ref: Your email dated 27.08.2015 seeking clarification with respect to Shareholding Pattern filed by the Company as of 14th August, 2015

The Company hereby clarifies that it has filed the shareholding pattern as of 14.8.2014 under clause 35(c) of equity listing agreement since there was an off market sale (sale) of 8,11,70,247 equity shares to Fairbridge Capital (Mauritius) Limited, Promoter, from H Investments Limited, Promoter, pursuant to Regulation 10 of SEBI (Substantial Acquisition of shares and Takeovers) Regulations), 2011.

The sale was done as an intra group restructuring, representing more than 2% of the total paid-up equity share capital of the Company. Necessary disclosures have already been made under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

As an additional disclosure for change in aforesaid Promoter details, the Company has also filed the latest shareholding pattern as of 14th August, 2015.

Trust this clarifies.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
for Thomas Cook (India) Limited

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

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

21st August, 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 14th August, 2015.

Kindly acknowledge receipt.

Thank you,

Yours faithfully,
for Thomas Cook (India) Limited


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

Encl.: a/a

CLAUSE 35 OF EQUITY LISTING AGREEMENT

Cl-35 report: (I) (a) Statement showing Shareholding Pattern

THOMAS COOK (INDIA) LIMITED

Scrip Code : 500413

Scrip Symbol : THOMASCOOK

Class of security: Equity

Effective Date : 14-AUG-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	44230000	100.00	13.95
44230000 * 0.001% Non Cumulative fully Convertible Preference Shares of Rs. 10/- each	0		
Held by public :	0		
Total	44230000	100.00	13.95
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 *		31,69,60,827	

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		Shares pledged or otherwise encumbered	
					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)							
(2)	Foreign							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	3	20,39,23,725	20,39,23,725	74.77	74.77	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
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A) (2)	3	20,39,23,725	20,39,23,725	74.77	74.77	0	0.00
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	3	20,39,23,725	20,39,23,725	74.77	74.77	0	0
(B)	Public Shareholding						N.A.	N.A.
(1)	Institutions							
(a)	Mutual Funds / UTI	19	70,26,848	70,25,768	2.58	2.58		
(b)	Financial Institutions / Banks	8	37,550	33,090	0.01	0.01		
(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	2.32	2.32		
(f)	Foreign Institutional Investors	41	2,27,88,691	2,27,85,111	8.36	8.36		
(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)	9	32,53,312	32,53,312	1.19	1.19		
	Sub-Total (B) (1)	78	3,94,39,895	3,94,30,775	14.46	14.46		
(2)	Non-Institutions							
(a)	Bodies Corporate	796	54,82,273	54,70,593	2.01	2.01		
(b)	Individuals							
(i)	Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh	30,104	2,20,73,896	2,00,04,972	8.09	8.09		
(ii)	Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	9	17,03,438	17,03,438	0.62	0.62		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other (Specify)							
(i)	Trust	4	7,600	7,600	0.00	0.00		
(ii)	Directors & their relatives	1	1,00,000	1,00,000	0.04	0.04		
	Sub-total (B) (2)	30,914	2,93,67,207	2,72,86,603	10.77	10.77		
	Total Public Shareholding (B) = (B)(1)+(B)(2)	30,992	6,88,07,102	6,67,17,378	25.23	25.23		
	TOTAL (A)+(B)	30,995	27,27,30,827	27,06,41,103	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)	30,995	27,27,30,827	27,06,41,103	100.00	100.00	0	0.00

* 316960827 = 272730827 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.

Note:

The grand total number of 272730827 equity shares of Re. 1/- each includes 18270000 equity shares of Re. 1/- each allotted to Fairbridge Capital (Mauritius) Limited, Promoter, on conversion of 1827000 0.001% Non Cumulative fully Convertible Preference Shares of Rs. 10/- each, which are yet to be credited into demat account of allottee and are yet to be listed on the Stock Exchanges. However the grand total number of 272730827 equity shares of Re. 1/- each does not include 92503 equity shares of Re. 1/- each which were allotted by the Board of Directors of the Company during the quarter upon exercise by the allottees under the Thomas Cook ESOP Scheme 2007, these shares are pending credit into demat accounts of allottees and are yet to be listed on Stock Exchanges.

CLAUSE 35 OF EQUITY LISTING AGREEMENT

THOMAS COOK (INDIA) LIMITED

(1) (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 : THOMASCO2E

Class of security: Equity

Effective Date : 14-AUG-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	8.13	0	0.00	0.00	0	0.00	44230000	100.00	20.95
2	Fairbridge Capital Mauritius Ltd	163471449	59.94	0	0.00	0.00	0	0.00	0	0.00	51.57
3	Fairbridge Capital Mauritius Ltd	18270000	6.70	0	0.00	0.00	0	0.00	0	0.00	5.76
	TOTAL	203923725	74.77	0	0.00	0.00	0	0.00	44230000	100.00	78.29

(1)(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	COPTHALL MAURITIUS INVESTMENT LIMITED	28,93,489	1.06	0	0.00	0	0.00	0.91
2	ICICI PRUDENTIAL LIFE INSURANCE CO. LTD	63,33,494	2.32	0	0.00	0	0.00	2.00
3	ICICI PRUDENTIAL TAX PLAN	30,75,258	1.13	0	0.00	0	0.00	0.97
4	INDIA CAPITAL FUND LIMITED	32,57,692	1.19	0	0.00	0	0.00	1.03
5	KOTAK MAHINDRA (INTERNATIONAL) LIMITED	43,59,365	1.60	0	0.00	0	0.00	1.38
	MORGAN STANLEY ASIA (SINGAPORE) PTE.	26,29,677	0.96	0	0.00	0	0.00	0.83
	TOTAL	22548975	8.27	0	0.00	0	0.00	7.11

(1)(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								
	TOTAL							

-----N.A.-----

(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	463820	0.17%	Promoter
2	Fairbridge Capital Mauritius Ltd	17806180	6.53%	Promoter
TOTAL		1,82,70,000	6.70	-

(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 : 14-AUG-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.